

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
597	ACP	E-mail and attachments	8/16/2002	Gerrard, Nicole	kasind@ispab.com mor@cavallcapital.com craut@gibsondunn.com thart@gibsondunn.com jlayne@gibsondunn.com jmoloney@gibsondunn.com ac@cappelcorp.com jg@cappelcorp.com rd@cappelcorp.com	kipp.orne@northwestern.com eric.jacobsen@northwestern.com Pollock, Thomas R. Schwiter, William F. Zuppone, Michael Saks, Scott R. Tyas, Jonathan C.	NOR - Securities Purchase Agreement
598	ACP	E-mail and attachments	8/30/2002	Colt, Kathy	thomaspollock@paulstings.com Gerrard, Nicole thart@gibsondunn.com Rob Deuschman kipp.orne@northwestern.com	mor@cavallcapital.com Cohen, Eric L. Azulay, Sharon	NOR
599	ACP	E-mail and attachments	8/30/2002		eric.jacobsen@northwestern.com; kipp.orne@northwestern.com	Irving, Euclid A.; Pollock, Thomas R.; Voytek, Michael; Saks, Scott R.; Tyas, Jonathan C.; Schwartz, Melissa C.	Going Flat Under the Credit Agreement
600	ACP/WFP	E-mail and Attachment	8/30/2002	Schnum, Roger	Orme, Kipp Jacobsen, Eric Wyche, Paul	scottkline@paulstings.com	S-4 News Release
601	ACP	E-mail	9/8/2002	Pollock, Thomas R.	eric.jacobsen@northwestern.com kipp.orne@northwestern.com		Fw: Nor/302 Certification
602	ACP	E-mail and attachment	9/9/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwiter, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.		NOR Form 10-K/A
603	ACP	E-mail	9/9/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwiter, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.		NOR 10-K/A circle up
604	ACP	E-mail and attachment	9/9/2002	Jacobsen, Eric	Fornash, Barbara	Hyland, Richard; Orme, Kipp	
605	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com; eric.jacobsen@northwestern.com; mike.nieman@northwestern.com; kurt.whitesel@northwestern.com; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NorthWestern March 31, 2002 Form 10-Q/A

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606	ACP	E-mail and attachment	9/10/2002	Saks, Scott R.	Schwittler, William F. kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwittler, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.		NCR June 30, 2002 Form 10-Q/A
607	ACP	E-mail and attachment	9/10/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com	Tyras, Jonathan C.	Revised SEC Transmittal Letter
608	ACP	E-mail and attachment	9/10/2002	Jacobsen, Eric	Schnum, Roger Orme, Kipp Wyche, Paul	scotckline@paulstastings.com Hyland, Richard	Final response letter RE: S-4 News Release (includes PHJW language)
609	ACP	E-mail	9/12/2002	Schnum, Roger	Orme, Kipp Jacobsen, Eric Whitesel, Kurt Wyche, Paul	scotckline@paulstastings.com	Updated Draft of S-4 News Release (requests comments from PHJW)
610	ACP	E-mail and attachments	9/14/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com; eric.jacobsen@northwestern.com; mike.nieman@northwestern.com; kurt.whitesel@northwestern.com; Schwittler, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; carends@deloitte.com; spolacek@deloitte.com; choffman@deloitte.com		NCR December 31, 2001 Form 10-K/A (marked up by PHJW)
611	ACP	E-mail and attachments	9/16/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com; eric.jacobsen@northwestern.com; mike.nieman@northwestern.com; kurt.whitesel@northwestern.com; Schwittler, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	choffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	Form 10-Q/A for March 31, 2002 (PHJW edits)
612	ACP	E-mail	9/18/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com choffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	Pollock, Thomas R. Pariza, Charles A. Schwittler, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. Pellegriano, Jeffrey	Exchange Offer
613	ACP	E-mail and attachment	9/18/2002	Schnum, Roger	Orme, Kipp Jacobsen, Eric scotckline@paulstastings.com	Wyche, Paul	Draft Re-Audit Release (PHJW comments requested)
614	ACP	E-mail and attachment	9/19/2002	Schnum, Roger	Orme, Kipp Jacobsen, Eric Wyche, Paul	scotckline@paulstastings.com	Revised Re-Audit Release (PHJW comments requested)
615	ACP	E-mail and attachment	9/19/2002	Schnum, Roger	Orme, Kipp Jacobsen, Eric Wyche, Paul	scotckline@paulstastings.com	Revised Re-Audit Release (PHJW comments requested)

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	ACP	E-mail and attachments	9/19/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. choffman@deloitte.com spolacek@deloitte.com carends@deloitte.com		Form 10-Q/A for March 31, 2002
616	ACP	E-mail and attachments	9/19/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com eric.jacobsen@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. choffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	karen.smook@northwestern.com paula.randen@northwestern.com	Form 10-Q/A for June 30, 2002
617	ACP	E-mail	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Whitesel, Kurt; Polacek, Steve; Arends, Craig	Kline, Scott C.; Nieman, Mike	10-K/A and 10-Q/As
618	ACP	E-mail and attachment	9/19/2002	Schnum, Roger	Orme, Kipp; Jacobsen, Eric	Ng, Emilie; Wyche, Paul; Kline, Scott	Confidential Draft [PHJW comments]
619	ACP	E-mail	9/19/2002	Kline, Scott C.	Zuppone, Michael; Whitesel, Kurt; Orme, Kipp; Arends, Craig	Tyras, Jonathan C.	NOR re-audit Form 8-K Item 5
620	ACP	E-mail and attachment	9/20/2002	Bonventure, Joseph S.	Kipp, Orme	Kline, Scott C.	D&T Form 8-K
621	ACP	E-mail and attachment	9/20/2002	Tyras, Jonathan C.	Arends, Craig; Hoffman, Cliff; Polacek, Steve	Tyras, Jonathan C.	Reaudit financial statements
622	ACP	E-mail	9/20/2002	Kline, Scott C.	Eric Jacobsen; Kipp, Orme; Pariza, Charles A.; Pollock, Thomas R.; Alan, Dietrich	Tyras, Jonathan C.; Bonventure, Joseph S.	FW: U/A (See Notice Below)
623	ACP	E-mail and attachment	9/20/2002	Schnum, Roger	Kline, Scott	Orme, Kipp; Whitesel, Kurt	Noon Draft
624	ACP	E-mail and attachment	9/21/2002	Tyras, Jonathan C.	Orme, Kipp	Zuppone, Michael; Kline, Scott C.	Amendment No. 1 to the Deloitte 8-K financials
625	ACP	E-mail and attachment	9/27/2002	Schnum, Roger	Orme, Kipp; Jacobsen, Eric		Draft Confidential News Release [comments by PHJW]
626	ACP	E-mail and attachment	10/2/2002	Whitesel, Kurt	Lewis, Wende	Orme, Kipp; Jacobsen, Eric	Sarbanes-Oxley Section 302 Compliance [prepared by PHJW]
627	ACP	E-mail and attachment	10/6/2002	Conboy, Kevin	Jacobsen, Eric; Orme, Kipp	Pollock, Thomas R.; Eronni, Uche	Refinanced Term Sheet
628	ACP	E-mail and attachments	10/13/2002	Eronni, Uche	Jacobsen, Eric; Orme, Kipp; Evans, Paul	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Draft Commitment Documents

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630	ACP	E-mail and attachments	10/16/2002	Eronni, Uche	Jacobson, Eric; Orme, Kipp; Evans, Paul	Conboy, Kevin; Pollock, Thomas R.; Patrizia, Charles A.; Irving, Euclid A.	Northwestern Corporation - Revised Commitment Documents
631	ACP	E-mail and attachment	10/17/2002	Eronni, Uche	Jacobson, Eric; Orme, Kipp; chompson@dear.com	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Commitment Documents
	ACP	E-mail and attachments	10/18/2002	Tribble, Kimberly (Kim) S.	Jacobson, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Manion, Mike; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Neiman, Michael; Whitesel, Kurt; Nolander, Jan; Van Camp, John; Kovash, Keith; Ruffalo, Steve; Thompson, Leslie; Dye, Mary	Irving, Euclid A.; Krapp, Tom; Voytek, Michael	Revised Time and Responsibility Checklist
632	ACP	E-mail	10/21/2002	Schrum, Roger	nikolegerrard@paulstings.com; Jacobson, Eric; Young, Michael; Lopach, Dennis; Krapp, Tom	Orme, Kipp	Going Flat Draft Release
633	ACP	E-mail and attachments	10/25/2002	Tribble, Kimberly (Kim) S.	Jacobson, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Manion, Michael; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Neiman, Mike; Whitesel, Kurt; Nolander, Jan; Van Camp, John; Kovash, Keith; Ruffalo, Steve; Thompson, Leslie; Dye, Irving; Euclid A.; Krapp, Tom; Patrizia, Charles A.; Hong, Jennifer L.; Scharfenberg, William P.; Rushton, Lisa K.; Crowe, Christine M.; McCarrick, James; Sachs, Omri; Baiyeat, Douglas R.; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gibau-Heyman, Sharpi; Degrandis, Bill D.; Kline, Scott C.; Gerrard, Nicole; Altorelli, John J.; Shmulewitz, Jennifer; Showalter, Patricia	Voytek, Michael Levin, Janice E.	NorthWestern/Restructuring of NorthWestern Energy [attachments marked by PHJW]
634	ACP	E-mail and attachments	10/31/2002	Whitesel, Kurt	Orme, Kipp		FW: Disclosure Policy [PHJW version]
635	ACP	E-mail and attachments	11/5/2002	Neiman, Michael L.	Orme, Kipp; Conboy, Kevin	Ng, Emilie	RE: NorthWestern, Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
636	ACP	E-mail and attachments	11/7/2002	Tyras, Jonathan C.	Orme, Kipp		FW: BK
637	ACP	E-mail and attachments	11/12/2002	Whitesel, Kurt	Tyras, Jonathan C.; Aerns, Craig; Humbert, Suzanne M.; Pollock, Thomas; Kline, Scott; Saks, Scott; Polacek, Steven	Orme, Kipp; Jacobson, Eric; Giese, Deborah; Kiewer, Kendall; Randen, Paula; Neiman, Michael L.; Schrum, Roger	Revised 10Q Draft [PHJW comments]
638	ACP	E-mail and attachments	11/12/2002	Neiman, Michael L.	Orme, Kipp; Whitesel, Kurt; Ng, Emilie; Conboy, Kevin	Jacobson, Eric	CSFB - Q3 compliance draft [Kevin Conboy comments]
639	ACP	E-mail and attachments	11/13/2002	Jacobson, Eric	Kline, Scott C.	Tyras, Jonathan C.; Pollock, Thomas R.	RE: NOR Third Quarter 10Q draft
640	ACP	E-mail and attachments	11/13/2002	Ng, Emilie	Kevin Rose	Orme, Kipp	Ratings Confirmation [attachments are PHJW drafts]
641	ACP	E-mail and attachments	11/13/2002	Young, Michael	Jacobson, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	Energy Subcommittees Comments
642	ACP	E-mail and attachment	11/13/2002	Young, Michael	Jacobson, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	Energy Subcommittees Comments

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
643	ACP	E-mail and attachments	11/14/2002	Gerrard, Nicole	Orme, Kipp	Jacobson, Eric; Smook, Karen; Dietrich, Alan; Schrum, Roger; Kline, Scott C.	Going Fiat Filing (attachments are PHJW drafts)
644	ACP	E-mail and attachment	11/18/2002	McCarick, James	Krapp, Thomas; Hanson, Michael; Niemann, Michael; Whitesel, Kurt	Ivring, Euclid A.; Sachs, Omri; Voytek, Michael; Kipp Orme	Redraft of Hanson letter
645	ACP	E-mail and attachments	11/18/2002	Jacobson, Eric	Schrum, Roger; Hanson, Mike; Orme, Kipp		Fiat Release [legal advice from Eric Jacobson]
646	ACP	E-mail and attachments	11/19/2002	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen; Whitesel, Kurt	Northwestern 10-Q/A
647	ACP	E-mail	11/20/2002	Jacobson, Eric	Schrum, Roger	Orme, Kipp	FW: Going Fiat (PHJW comments)
648	ACP	E-mail	11/22/2002	Pollock, Thomas R.	Orme, Kipp	Jacobson, Eric Krapp, Tom	RE: NorthWestern Letter
649	ACP	E-mail and attachment	11/27/2002	Sachs, Omri	Ng, Emilie	Kipp Orme; Tom Krapp; Ivring, Euclid A.; Voytek, Michael	RE: BULLETIN: Northwestern Corp. Restructures Subsidiary NorthWestern term Energy LLC
650	ACP	E-mail and attachment	12/8/2002	Jacobson, Eric	Thomas R. Pollock	Hyland, Richard Orme, Kipp Schrum, Roger	PR Release
651	ACP	E-mail	12/10/2002	Jacobson, Eric	Bruce I. Smith, Jerry W. Johnson, Larry F. Ness	Gary G. Drook; Randy G. Darcy; Marilyn R. Seymann; Lewis, Merle; Hyland, Richard; Orme, Kipp; Thomas R. Pollock	Audit Comm. Review of Expenditures
652	ACP	E-mail and attachment	12/11/2002	Schrum, Roger	Orme, Kipp		FW: Facsimile Transmittal Sheet (redacted and produced at NOR41067)
653	ACP	E-mail and attachments	1/6/2003	Tyras, Jonathan C.	Orme, Kipp		Form 8-K
654	ACP	E-mail and attachment	1/22/2003	Conboy, Kevin	Jacobson, Eric; Orme, Kipp; Dietrich, Alan; Lopach, Dennis; Niemann, Michael; Whitesel, Kurt; Mannon, Mike; Staudinger, Gary	Kahn, Marguerite R.; Pollock, Thomas R.; Sachs, Omri; Litman, Scott	NorthWestern
655	ACP	E-mail and attachment	1/27/2003	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen	8-K for MPSC press release
656	ACP	E-mail and attachment	1/29/2003	Krapp, Tom	Whitesel, Kurt	Orme, Kipp	RE: Draft Valuation Report - MP LLC
657	ACP	E-mail and attachments	2/3/2003	Jacobson, Eric	Conboy, Kevin; Schwartz, Melissa	Orme, Kipp	FW: NorthWestern - Side Letter regarding Compliance with MPSC Order
658	ACP	E-mail and attachment	2/4/2003	VanCamp, John	Orme, Kipp; Jacobson, Eric; Krapp, Tom	Niemann, Michael L	FW: LLC discussion with Tom Krapp and Eric Jacobson re legal implication of winding down LLC
659	ACP	E-mail and attachment	2/7/2003	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp		Draft of 8-K for closing
660	ACP	E-mail and attachments	2/10/2003	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp	Smook, Karen	Finalized 8-K
661	ACP	E-mail and attachments	2/14/2003	Tyras, Jonathan C.	Gese, Deborah	Kline, Scott C.; Pollock, Thomas R.; Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Randen, Paula; Smook, Karen; Niemann, Mike	Markup to latest draft of 10-K
662	ACP	E-mail and attachments	2/18/2003	Tyras, Jonathan C.	Orme, Kipp; Jacobson, Eric	Pollock, Thomas R.	Form 8-K for press release

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
663	ACP	E-mail	8/9/2002	Gerrard, Nicole	Fortnash, Barbara; Orme, Kipp; Jacobsen, Eric; Smoock, Karen	Pollock, Thomas R.	RE: Checklist for certifications
664	ACP	E-mail and attachments	9/20/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Neman, Mike	Pollock, Thomas R.; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polacek, Steven; Arends, Craig	As filed Form 10-Q/A x 2 & Form 10-K/A
665	ACP	E-mail and attachment	3/12/2002	Saks, Scott R.	Orme, Kipp		FW: Northwestern Supplemental Indenture
666	ACP	E-mail and attachment	12/13/2001	Tyras, Jonathan C.	Orme, Kipp	Alonelli, John J.; Jacobsen, Eric; Dietrich, Alan	Form 8-K/A
667	ACP	E-mail	5/10/2002	Orme, Kipp	Jacobsen, Eric; Buss, Joylynn; Whitesel, Kurt		RE: PHJW 10-Q Review Comments
668	ACP	E-mail and attachments	5/10/2002	Orme, Kipp	Buss, Joylynn		FW: Northwestern 10-Q reflecting comments from Scott Saks [PHJW comments]
669	ACP	E-mail	8/7/2002	Orme, Kipp	Neman, Michael L.; Jacobsen, Eric; Whitesel, Kurt		RE: Northwestern S-4 [redacted and produced at NOR 465874-465875]
670	ACP	E-mail	8/12/2002	Orme, Kipp	Norton, Dale	Kline, Scott; Saks, Scott; Pollock, Thomas R.	RE: Northwestern Corporation 8-K Proof Files
671	ACP	E-mail and attachment	8/14/2002	Orme, Kipp	Polacek, Steven L.; Hyland, Richard		FW: Memorandum re. Class B Common Stock of Blue Dot Services Inc. and Expansets, Inc. [PHJW memo]
672	ACP	E-mail and attachments	8/15/2002	Orme, Kipp	Pollock, Thomas R.; Tyras, Jonathan C.	Jacobsen, Eric	RE: Insert to Comment Letter [PHJW advice and drafts]
673	ACP	E-mail and attachment	9/9/2002	Orme, Kipp	Smooock, Karen		FW: NOR Form 10-K/A [eds by Tyras]
674	ACP	E-mail and attachment	9/10/2002	Orme, Kipp	Smooock, Karen		FW: Amended Form 10-K and Forms 10-Q [attachments edited by John Tyras]
675	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Neman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR June 30, 2002 Form 10-Q/A
676	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Neman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR March 31, 2002 Form 10-Q/A
677	ACP	E-mail	9/9/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Neman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR 10-K/A circle up
678	ACP	E-mail	9/10/2002	Orme, Kipp	Tyras, Jonathan C.		NOR Form 10-K/A
679	ACP	E-mail	9/10/2002	Orme, Kipp	Tyras, Jonathan C.	Polacek, Steven L.; Hoffman, Cliff; Arends, Craig	RE: Comfort Letter
680	ACP	E-mail and attachment	9/10/2002	Orme, Kipp	Tyras, Jonathan C.	Monaghan, David A.; Whitesel, Kurt	FW: Montana acquisition purchase price allocation

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
681	ACP	E-mail	9/10/2002	Orme, Kipp	Smook, Karen		FW: Revised SEC Transmittal Letter (redacted and produced at NOR 467909)
682	ACP	E-mail and attachment	9/17/2002	Orme, Kipp	Nieman, Michael L.; Ng, Emilie; Gjoraas, Travis		FW: NOR Pro Supp redraft (attachments marked up by PHJM)
683	ACP	E-mail and attachments	9/18/2002	Orme, Kipp	Smook, Karen	Jacobson, Eric	FW: NorthWestern prospectus supplement (attachments marked up by PHJM)
684	ACP	E-mail and attachments	9/18/2002	Orme, Kipp	Larkin, Emily		FW: NorthWestern prospectus supplement (perhaps duplicate of above, but attachments marked up by PHJM)
685	ACP	E-mail and attachment	9/18/2002	Orme, Kipp	Hatfield, Jay		FW: NorthWestern Prospectus Supplement Comments (See Notice Below)
686	ACP	E-mail	9/20/2002	Orme, Kipp	Bonventre, Joseph S.		RE: D&T Form 8-K
687	ACP	E-mail	9/20/2002	Orme, Kipp	Kline, Scott C.; Zuppone, Michael; Whitesel, Kurt; Arends, Craig	Tyras, Jonathan C.; Jacobson, Eric	RE: NOR re-audit Form 8-K Item 5
688	ACP	E-mail and attachment	9/20/2002	Orme, Kipp	Schnum, Roger; Kline, Scott	Whitesel, Kurt	RE: Noon Draft
689	ACP	E-mail	9/22/2002	Orme, Kipp	Tyras, Jonathan C.		FW: NorthWestern Corporation - Commitment Documents
690	ACP	E-mail and attachment	10/24/2002	Orme, Kipp	Jacobson, Eric		RE: NorthWestern Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
691	ACP	E-mail and attachment	11/4/2002	Orme, Kipp	Conboy, Kevin	Nieman, Michael L.	RE: Going Flat Draft Release
692	ACP	E-mail	11/12/2002	Orme, Kipp	Schnum, Roger; Jacobson, Eric		FW: Redraft of Hanson letter
693	ACP	E-mail and attachment	11/18/2002	Orme, Kipp	Jacobson, Eric; Pollock, Thomas R.		FW: NorthWestern 10-Q/A
694	ACP	E-mail and attachments	11/19/2002	Orme, Kipp; Jonathan Tyras	Lewis, Mete	Dewey, Irene	
695	ACP	E-mail	11/19/2002	Orme, Kipp	Pollock, Thomas R.		FW: Draft Auditors Letter
696	ACP	E-mail	11/21/2002	Orme, Kipp	Jacobson, Eric		FW: Revised (12-07-02) models
697	ACP	E-mail and attachment	11/25/2002	Orme, Kipp	Knappp, Tom		
698	ACP	E-mail and attachments	12/12/2002	Orme, Kipp	Conboy, Kevin		FW: Confidential Drafts Fourth Quarter Update Releases Noon--12/12
699	ACP	E-mail	1/30/2003	Orme, Kipp	Jacobson, Eric	Conboy, Kevin; Pollock, Thomas R.	Appraisals
700	ACP	E-mail and attachment	2/10/2003	Orme, Kipp	Tyras, Jonathan C.; Jacobson, Eric		RE: Draft of 8-K for closing
701	ACP	E-mail and attachment	2/10/2003	Orme, Kipp	Tyras, Jonathan C.; Jacobson, Eric; Schnum, Roger	Smook, Karen	RE: Finalized 8-K
702	ACP	E-mail and attachments	9/20/2002	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike	Pollock, Thomas R.; Schnum, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polacek, Steve; Arends, Craig	As filed Form 10-Q/A x 2 & Form 10-K/A
703	ACP	E-mail and attachments	3/12/2002	Kline, Scott C.	Young, Michael; Buss, Joylynn; Orme, Kipp; Jacobson, Eric; Nieman, Michael L.	Pollock, Thomas R.; Davis, G. Eric	NorthWestern 10-K and Proxy
704	ACP	E-mail	3/20/2002	Kline, Scott C.	Buss, Joylynn; Hyland, Richard; Jacobson, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan		RE: Form 10-K Draft
705	ACP	E-mail and attachment	4/22/2002	Dietrich, Alan	Charles Patrizia (E-mail)	Jacobson, Eric; Orme, Kipp	FW: NW Application for Securities Approval -- 2002 v2 DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
706	ACP	E-mail and attachments	5/10/2002	Saks, Scott R.	kipp.orne@northwestern.com joylyn.buss@northwestern.com	Pollock, Thomas R.	NorthWestern 10-Q
707	ACP	E-mail	5/20/2002	Kline, Scott C.	Whitesel, Kurt; Monaghan, David A	Jacobson, Eric; Buss, Joylynn; Nieman, Michael L.; Orme, Kipp	RE: NorthWestern Energy LLC Form 10-Q - 5/19/02 draft
708	ACP	E-mail	5/25/2002	Whitesel, Kurt	Nieman, Michael L.; Monaghan, David A; Buss, Joylynn; david.a.olson@us.andersen.com; Kennedy, Rob; Fresia, Rick	Orme, Kipp; Whitesel, Kurt	FW: NorthWestern Corporation Form S-4 (redacted and produced at NOR 464895-464896)
709	ACP	E-mail	5/31/2002	Kline, Scott C.	Saks, Scott R.; kipp.orne@northwestern.com; eric.jacobson@northwestern.com; Kurt; Whitesel@northwestern.com; mike.nieman@northwestern.com; david.a.olson@us.andersen.com; dawn.a.dexter@us.andersen.com	Pollock, Thomas R.; Schwilke, William F.; Zuppone, Michael; Tyas, Jonathan C.	RE: NorthWestern - Response to SEC
710	ACP	E-mail and attachments	6/12/2002	Saks, Scott R.	click.hylland@northwestern.com; barbara.fornash@northwestern.com; eric.jacobson@northwestern.com; kipp.orne@northwestern.com; kurt.whitesel@northwestern.com; mike.nieman@northwestern.com; david.monaghan@northwestern.com; joylyn.buss@northwestern.com; david.a.olson@us.andersen.com; karen.smook@northwestern.com; linda.superales@northwestern.com	Schwilke, William F.; Zuppone, Michael; Pollock, Thomas R.; Kline, Scott C.; Tyas, Jonathan C.; Hotte, Klara L.	NorthWestern Revised S-4 and SEC Response Letters
711	ACP	E-mail and attachment	7/9/2002	Diethrich, Alan	Jacobson, Eric		FW: 10K/A for NorthWestern Energy (PHJW comments)
712	ACP	E-mail and attachment	7/12/2002	Tyas, Jonathan C.	click.hylland@northwestern.com barbara.fornash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joylyn.buss@northwestern.com david.a.olson@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com carends@deloitte.com; Pollock, Thomas R.; Zuppone, Michael; Schwilke, William F.; Tyas, Jonathan C.; Kline, Scott C.; Saks, Scott R.; Hotte, Klara L.; Patrizia, Charles A.; Conboy, Kevin; Opich, Joseph P.; scott.holton@us.pwcglobal.com		RE: NorthWestern S-4 and 10-K
713	ACP	E-mail	7/16/2002	Hanson, Mike	Orme, Kipp		FW: Milltown Registration Statement Disclosure Memo
714	ACP	E-mail	7/17/2002	Saks, Scott R.	Orme, Kipp; Saks, Scott R.; Zuppone, Michael	Pollock, Thomas R.; Kline, Scott C.; Jacobson, Eric; Whitesel, Kurt; Nieman, Michael L.; Monaghan, David A	RE: NorthWestern Energy LLC Reporting Obligations

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
715	ACP	E-mail	7/17/2002	Saks, Scott R.	Jacobsen, Eric; Whitesel, Kurt	kipp.ornie@northwestern.com	NorthWestern Energy LLC [PHJW drafts]
716	ACP/AWP	Attachment	7/17/2002				PHJW Draft Second Supplemental Indenture
717	ACP/AWP	Attachment	7/17/2002				PHJW Draft Amendment to Guarantee Agreement
718	ACP/AWP	Attachment	7/17/2002				PHJW Draft-NOR Assumption of obligations under Amended and Restated Trust Agreement
719	ACP	Attachment	7/31/2002				Draft NOR press release
720	ACP	E-mail and attachment	8/8/2002	Pollock, Thomas R.	Lewis, Merle; Orme, Kipp	Zappone, Michael	MacPac 8.0 Normal template
721	ACP	E-mail and attachment	8/12/2002	Saks, Scott R.	Orme, Kipp; Nieman, Mike; Whitesel, Kurt; Pollock, Steven; Olson, David; Arends, Craig	Tyras, Jonathan C.	NorthWestern SEC Response Memo
722	ACP	E-mail	9/8/2002	Nicole Gerrard	Michael Hanson	Kline, Scott	Additional Docs for Signature, re: SEC filing
723	ACP	E-mail	8/13/2002	Pollock, Thomas R.	Smook, Karen	Lewis, Merle; Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Fornash, Barbara	RE: Responses to NOR 10-Q Due Diligence Checklist(v5)
724	ACP	E-mail and attachments	8/13/2002	Saks, Scott R.	Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Pollock, Steven; Arends, Craig	Tyras, Jonathan C.; Pollock, Thomas R.	NorthWestern SEC Response Memo
725	ACP/AWP	E-mail and Attachment	8/16/2002	Gjoraas, Travis	Nieman, Michael L.; Tyras, Jon; Saks, Scott; Arends, Craig; Tyras, Jon; Saks, Scott	Orme, Kipp; Whitesel, Kurt	All Other Revenue Breakdown [asks Tyras if he has any questions about attached drafts]
726	ACP/AWP	E-mail and Attachments	8/16/2002	Gerrard, Nicole	hasind@rsph.com; mor@cavallicapital.com; crautliff@gbsondum.com; thart@gbsondum.com; jlayne@gbsondum.com; jimoney@gbsondum.com; ac@cappellcorp.com; jg@cappellcorp.com; rd@cappellcorp.com;	Orme, Kipp; Jacobsen, Eric; Pollock, Thomas R.; Schwitter, William F.; Zappone, Michael; Saks, Scott R.; Tyras, Jonathan C.	NOR - Securities Purchase Agreement
727	ACP	E-mail	8/19/2002	Kastin, David M.	Pollock, Thomas; Gerrard, Nicole; thart@gbsondum.com; Deutschman, Rob; Orme, Kipp	mor@cavallicapital.com; Cohen, Eric L.; Azulay, Sharon	NOR
728	ACP/AWP	E-mail and Attachments	8/30/2002	Coit, Kathy	Jacobsen, Eric; Orme, Kipp	Irving, Eucild A.; Pollock, Thomas R.; Voytek, Michael; Saks, Scott R.; Tyras, Jonathan C.; Schwartz, Melissa C.	Gong Flat Under the Credit Agreement [PHJW drafts]
729	ACP/AWP	E-mail and Attachment	8/30/2002	Schrum, Roger	Orme, Kipp; Jacobsen, Eric; Wyche, Paul	Kline, Scott	S-4 News Release [PHJW drafts in attachment]
730	ACP/AWP	E-mail and Attachments	9/6/2002	Tyras, Jonathan C.	Hyland, Richard; Fornash, Barbara; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Gjoraas, Travis; Smook, Karen; Flanden, Paula; Pollock, Steve; Olson, David; Hoffman, Cliff; Pollock, Thomas R.; Zappone, Michael; Schwitter, William F.; Tyras, Jon; Saks, Scott; Kline, Scott; Pariza, Charles A. Conboy, Kevin; Opich, Joseph P.		Northwestern S-4 - Amendment No. 3

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
731	ACP/AWP	E-mail and Attachment	9/9/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR Form 10-K/A
732	ACP/AWP	E-mail and Attachment	9/10/2002	Saks, Scott R.	Schwitter, William F.; Orme, Kipp	Tyras, Jonathan C.	Revised SEC Transmittal Letter
733	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp		Final response letter
	ACP/AWP	E-mail and Attachments	9/16/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwitter, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Hoffman, Cliff; Polacek, Steve; Arends, Craig	Form 10-Q/A for March 31, 2002
734	ACP	E-mail	9/18/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Polacek, Steve; Arends, Craig	Pollock, Thomas R.; Patrizia, Charles A.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Pellegrino, Jeffrey	Exchange Offer
735	ACP/AWP	E-mail and Attachments	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Hoffman, Cliff; Polacek, Steve; Arends, Craig	Snook, Karen; Randen, Paula	Form 10-Q/A for June 30, 2002
736	ACP	E-mail	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Whitesel, Kurt; Polacek, Steve; Arends, Craig	Kline, Scott C.; Nieman, Mike	10-K/A and 10-Q/As
737	ACP	E-mail	9/19/2002	Kline, Scott C.	Zuppone, Michael; Whitesel, Kurt; Orme, Kipp; Arends, Craig	Tyras, Jonathan C.	NOR re-audit Form 8-K Item 5
738	ACP/AWP	E-mail and Attachment	9/20/2002	Bonventre, Joseph S.	Orme, Kipp	Kline, Scott C.; Tyras, Jonathan C.	D&T Form 8-K
739	ACP/AWP	E-mail and Attachment	9/20/2002	Tyras, Jonathan C.	Arends, Craig; Hoffman, Cliff; Polacek, Steven	Whitesel, Kurt; Orme, Kipp; Randen, Paula; Snook, Karen	Reaudit financial statements
740	ACP	E-mail	9/20/2002	Kline, Scott C.	Jacobsen, Eric; Orme, Kipp; Patrizia, Charles; Pollock, Thomas; Dietrich, Alan	Tyras, Jonathan C.; Bonventre, Joseph S.	FW: UA (See Notice Below)
741	ACP/AWP	E-mail and Attachments	9/21/2002	Tyras, Jonathan C.	Orme, Kipp	Zuppone, Michael; Kline, Scott C.	Amendment No. 1 to the Deloitte 8-K financials
742	ACP	E-mail	9/27/2002	Schrum, Roger	Hyland, Richard; Orme, Kipp; Jacobsen, Eric	Ng, Emilie; Kline, Scott	Revised Confidential News Release Draft (comments by PLW)
743	ACP/AWP	E-mail and Attachment	10/6/2002	Conboy, Kevin	Jacobsen, Eric; Orme, Kipp	Pollock, Thomas R.; Eronini, Uche	Refinanced Term Sheet
744	ACP/AWP	E-mail and Attachments	10/13/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; Evans, Paul	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Draft Commitment Documents
745	ACP/AWP	E-mail and Attachment	10/17/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; thompson@bear.com	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Commitment Documents
746	ACP/AWP	E-mail and Attachment	10/17/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; thompson@bear.com	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Commitment Documents

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
747	ACP	E-mail	10/21/2002	Schrum, Roger	Gerard, Nicole; Jacobsen, Eric; Young, Michael; Lopach, Dennis; Krapp, Tom	Orme, Kipp	Going Flat Draft Release [requests PHJW changes]
748	ACP/AWP	E-mail and Attachments	10/25/2002, 10/24/2002 and 10/29/2002	Tribble, Kimberly (km)	Jacobsen, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Mannion, Mike; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Nieman, Mike; Whitesel, Kurt; Noland, Jan; Vancamp, John; Kovash, Keith; Ruffalo, Steve; Thomson, L.; Dyre, M.; Irving, Euclid; Krapp, Tom; Patrizia, Charles; Hong, Jennifer; Scharfberg, William; Rushton, Lisa; Crowe, Christine; McCarnick, James; Sachs, Omri; Balyeat, Douglas; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gibau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott; Gerrard, Nicole; Altorelli, John J.; Shmulewitz, Jennifer; Showalter, Patricia	Voytek, Michael Levin, Janice E.	NorthWestern/Restructuring of NorthWestern Energy [PHJW drafts]
749	ACP/AWP	E-mail and Attachments	11/4/2002	Showalter, Patricia	Jacobsen, Eric; Orme, Kipp; Dietrich, Alan; Walsh, Richard; Mannion, Michael; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Nieman, Mike; Whitesel, Kurt; Noland, Jan; Van Camp, John; Kovash, Keith; Ruffalo, Steve; Thomson, Leslie; Dyre, Mary; Irving, Euclid A.; Krapp, Thomas; Patrizia, Charles A.; Hong, Jennifer L.; Scharfberg, William P.; Rushton, Lisa K.; Crowe, Christine M.; McCarnick, James; Sachs, Omri; Balyeat, Douglas R.; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gibau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott C.; Gerrard, Nicole; Altorelli, John J.; Shmulewitz, Jennifer	Voytek, Michael; Levin, Janice E.	[PHJW drafts]
750	ACP	E-mail and Attachments	11/5/2002	Nieman, Michael L.	Orme, Kipp; Conboy, Kevin	Ng, Emilie	RE: NorthWestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
751	ACP	E-mail and Attachments	11/7/2002	Tyras, Jonathan C.	Orme, Kipp		FW: BK
752	ACP	E-mail and Attachments	11/12/2002	Whitesel, Kurt	Tyras, Jonathan C.; Arends, Craig; Humbert, Suzanne M.; Pollock, Thomas; Kline, Scott; Saks, Scott; Polacek, Steven	Orme, Kipp; Jacobsen, Eric; Giese, Deborah; Kiewer, Kendall; Randen, Paula; Nieman, Michael L.; Schrum, Roger	Revised 100 Draft [marked up with PHJW comments]
753							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
754	ACP	E-mail	11/13/2002	Jacobsen, Eric	Kline, Scott C.	Tyras, Jonathan C.; Pollock, Thomas R.; Orme, Kipp	RE: NOR Third Quarter 10Q draft
755	ACP/AWP	E-mail and Attachment	11/13/2002	Young, Michael	Jacobsen, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	Energy Subcommittee Comments [comments by Michael Young]
756	ACP/AWP	E-mail and Attachments	11/14/2002	Gerrard, Nicole	Orme, Kipp	Jacobsen, Eric; Smoak, Karen; Dietrich, Alan; Schrum, Roger; Kline, Scott C.	Going Flat Filing [PHJW drafts as attachments]
757	ACP/AWP	E-mail and Attachment	11/18/2002	McCarick, James	Thomas Knapp; Hanson, Michael; Nieman, Mike; Whitesel, Kurt	Irving, Euclid A.; Sachs, Omri; Voytek, Michael; Orme, Kipp	Redraft of Hanson letter
758	ACP/AWP	E-mail and Attachment	11/18/2002	Jacobsen, Eric	Schrum, Roger; Hanson, Mike; Orme, Kipp	Smook, Karen; Whitesel, Kurt	Flat Release [Jacobsen's proposed changes]
759	ACP	E-mail and Attachments	11/19/2002	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen; Whitesel, Kurt	Northwestern 10-Q/A
760	ACP	E-mail	11/20/2002	Jacobsen, Eric	Schrum, Roger	Orme, Kipp	FW: Going Flat [Jacobsen and Knapp comments on release]
761	ACP	E-mail	11/22/2002	Pollock, Thomas R.	Orme, Kipp	Jacobsen, Eric; Knapp, Tom	RE: Northwestern Letter
762	ACP	E-mail and Attachment	11/27/2002	Sachs, Omri	Ng, Emile	Orme, Kipp; Knapp, Tom; Irving, Euclid A.; Voytek, Michael	RE: BULLETIN: Northwestern Corp. Restructures Subsidiary Northwest term Energy LLC
763	ACP	E-mail and Attachment	12/8/2002	Jacobsen, Eric	Thomas R. Pollock	Hyland, Richard; Orme, Kipp; Schrum, Roger	PRI Release
764	ACP	E-mail and Attachments	12/19/2002	Nieman, Michael L	Kevin Corboy; Melissa Schwartz	Orme, Kipp; Whitesel, Kurt; Klewer, Kendall; Ng, Emile; Jacobsen, Eric	FW: 10K-A and 3Q 10-QA
765	ACP	E-mail and Attachments	1/6/2003	Tyras, Jonathan C.	Orme, Kipp		Form 8-K
766	ACP	E-mail and Attachment	1/27/2003	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen	8-K for MPSC press release
767	ACP	E-mail and Attachment	01/29/2003 and 11/19/2002	Knapp, Tom	Whitesel, Kurt	Orme, Kipp	RE: Draft Valuation Report - MP LLC
768	ACP/AWP	E-mail and Attachments	2/3/2003	Jacobsen, Eric	Kevin Corboy; Melissa Schwartz	Orme, Kipp	FW: Northwestern - Side Letter regarding Compliance with MPSC Order
769	ACP	E-mail and Attachments	2/10/2003	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp	Smook, Karen	Finalized 8-K
770	ACP/AWP	E-mail and Attachments	02/14/2003 a	Tyras, Jonathan C.	Grise, Deborah	Kline, Scott C.; Pollock, Thomas R.; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Randen, Paula; Smook, Karen; Nieman, Mike	Markup to latest draft of 10-K
771	ACP	E-mail and Attachments	9/20/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike	Pollock, Thomas R.; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polacek, Steve; Arends, Craig	As filed Form 10-Q/A x 2 & Form 10-K/A

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
772	ACP	E-mail and Attachment	03/12/2002aan d 03/11/2002	Saks, Scott R.	Orme, Kipp		FW: NorthWestern Supplemental Indenture
773	ACP/AWP	E-mail and Attachment	3/12/2002	Evans, Liz	Orme, Kipp		FW: REVISED 8K [PHJW comments]
774	ACP	E-mail	5/10/2002	Orme, Kipp	Jacobsen, Eric; Bus, JoJynn; Whitesel, Kurt		RE: PHJW 10-Q Review Comments
775	ACP/AWP	E-mail and Attachments	5/10/2002	Orme, Kipp	Bus, JoJynn		FW: NorthWestern 10-Q [Paid Hastings comments]
776	ACP	E-mail	5/30/2002	Orme, Kipp	Nieman, Michael L.		FW: Additional comment letter [Jon Tyas comments]
777	ACP	E-mail	7/12/2002	Orme, Kipp	Dietrich, Alan	Jacobsen, Eric	RE: LLC 10-K Signatures question
778	ACP	E-mail	8/7/2002	Orme, Kipp	Nieman, Michael L.; Jacobsen, Eric; Whitesel, Kurt		RE: NorthWestern S-4 [Jon Tyas comments]
779	ACP	E-mail	8/9/2002	Orme, Kipp	Hyland, Richard; Lewis, Meite	Pollock, Thomas R.; Zuppone, Michael; Dewey, Irene; Fornash, Barbara	FW: 9 a.m. Requested Documents [drafts of docs for PHJW meeting]
780	ACP/AWP	E-mail and Attachment	8/15/2002	Orme, Kipp	Conboy, Kevin; Jacobsen, Eric		RE: CSFB/NorthWestern: Proposed Amend. No. 2 to Credit Agreement (revised draft 8/9/02) (See Notice Below) (redacted and produced at NOR 466209-466212)
781	ACP/AWP	E-mail and Attachment	8/19/2002	Orme, Kipp	Tyas, Jonathan C.; Pollock, Thomas R.		FW: Insert to Comment Letter
782					Bruce I. Smith, Gary G. Drook, Hyland, Richard; Johnson, Jerry; Ness, Larry; Lewis, Meite; Seymann, Marilyn R.; Darcy, Randy; Nowell, Lionel	Buron, Suzette; Dewey, Irene; Dutcher, Diane; Felner, Irene; Richter, Peg; debbie.bassett@pepsi.com; Fornash, Barbara; Jacobsen, Eric	Final S-4 & Comment Response Letter [producing email and one attachment, but other attachment is Paul Hastings memo and is privileged: NORPST08460342]
783	ACP/AWP	E-mail and Attachments	8/20/2002	Orme, Kipp	Ng, Enlie		FW: NorthWestern S-4 - Amendment No. 2 [Jon Tyas email]
784	ACP/AWP	E-mail and Attachment	9/4/2002	Orme, Kipp	David.Sun@morganstanley.com poborn@dliip.com Kevin.Geneser@morganstanley.com	Tyas, Jonathan C.; Hatfield, Jay	FW: NorthWestern Corporation [redacted Jon Tyas comments and produced at NOR 467133-467134]
785	ACP/AWP	E-mail and Attachments	9/10/2002	Orme, Kipp	Snook, Karen		FW: Amended Form 10-K and Forms 10-Q [Jon Tyas comments]
786	ACP	E-mail	9/10/2002	Tyas, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR June 30, 2002 Form 10-Q/A
787	ACP	E-mail	9/10/2002	Tyas, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR March 31, 2002 Form 10-Q/A
788	ACP	E-mail	9/9/2002	Tyas, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR Form 10-K/A
789	ACP	E-mail	9/10/2002	Orme, Kipp	Tyas, Jonathan C.	Polacek, Steven L.; Hoffman, Cliff; Arends, Craig	RE: Comfort Letter
790	ACP/AWP	E-mail and Attachment	9/10/2002	Orme, Kipp	Tyas, Jonathan C.	Monaghan, David A.; Whitesel, Kurt	FW: Montana acquisition purchase price allocation

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
791	ACP	E-mail	9/12/2002	Orme, Kipp	Arends, Craig	Hoffman, Cliff; Tyras, Jon	Fw: Recent comfort letter issues [Jon Tyras marked up version]
792	ACP	E-mail and attachments	9/17/2002	Orme, Kipp	Nieman, Michael L.; Ng, Emilie; Gjoaas, Travis		Fw: NOR Pro Supp redraft [Jon Tyras comments]
793	ACP/AWP	E-mail	9/18/2002	Orme, Kipp	Larkin, Emily	Jacobson, Eric	Fw: Northwestern exchange offer [Jon Tyras marked up versions]
794	ACP/AWP	E-mail and Attachment	9/18/2002	Orme, Kipp	Schrum, Roger; Jacobson, Eric; Kline, Scott	Wyche, Paul	RE: Draft Re-Audit Release [comments on a PHJW draft]
795	ACP/AWP	E-mail and Attachment	9/19/2002	Orme, Kipp	Schrum, Roger; Jacobson, Eric; Wyche, Paul	Kline, Scott	RE: Revised Re-Audit Release [comments on a PHJW draft]
796	ACP/AWP	E-mail and Attachments	9/19/2002	Orme, Kipp	Smook, Karen		Fw: Form 10-Q/A for March 31, 2002 [Jon Tyras email]
797	ACP/AWP	E-mail and Attachments	9/19/2002	Orme, Kipp	Smook, Karen		Fw: NOR December 31, 2001 Form 10-K/A [PHJW version of attachments]
798	ACP	E-mail	9/20/2002	Orme, Kipp	Kline, Scott C.; Zuppone, Michael; Whitesel, Kurt; Arends, Craig	Tyras, Jonathan C.; Jacobson, Eric	RE: NOR re-audit Form 8-K Item 5
799	ACP	E-mail and Attachments	9/20/2002	Orme, Kipp	Gjoaas, Travis		Fw: updated Northwestern financials (redacted and produced at NOR 469706)
800	ACP	E-mail and Attachment	9/20/2002	Orme, Kipp	Schrum, Roger; Kline, Scott	Whitesel, Kurt	RE: NOR Draft [draft sent to PHJW]
801	ACP/AWP	E-mail and Attachment	6/21/2001	Cotter, Jeffrey Weitz, Mark Spector, Rachel	Thiebar, Bart		Draft Term Sheet for Dolphin Group and NECS
802	ACP	E-mail	6/22/2001	Cotter, Jeffrey	Cartsen, Chris; Assam, Fried	Thiebar, Bart; Weitz, Mark; Spector, Rachel	Draft Term Sheet for Dolphin Group and NECS
803	ACP	E-mail and Attachments	9/4/2002	Whitesel, Kurt	Rausch, Dan		Fw: Letter from D&T on audit adjustments with e-mail reflecting comments from michael_kalish@kirkland.com
804	ACP	Attachment	8/30/2002				Draft form 8-K for Cornerstone Propane
805	ACP/AWP	Attachment	9/19/2002	Schrum			Draft press release about reaudit of Northwestern's financials
806	ACP/AWP	Attachment	9/19/2002	Schrum			Draft press release about D&T's reaudit of Northwestern's financials
807	ACP	E-mail	9/28/2002	Orme, Kipp	Smith, Bruce ; Drook, Gary; Hyland, Richard; Johnson, Jerry; Ness, Larry; Merle, Lewis; Nowell, Lionel; Seymann, Marilyn; Darcy, Randy	Buron, Suzette; Bassett, Debbie; Dewey, Irene; Duicher, Diane; Faller, Irene; Fitchler, Peg; Fornash, Barbara; Jacobson, Eric	Equity Offering
808	ACP	E-mail and Attachments	10/18/2002	Trubble, Kimberly (Kim) S.	Jacobson, Eric; Orme, Kipp; Walsh, Richard; Dietrich, Alan; Manion, Mike; Header, Donna; Young, Michael; Thompson, Mark; Neiman, Michael; Whitesel, Kurt; Nolander, Jan; VanCamp, John; Kovash, Keith; Pufato, Steve; Thompson, L. Dye, Mary	Irving, Euclid; Knapp, Tom Voytek, Michael	Northwestern Gong Flat Time and Responsibility Checklist Draft
809	ACP	E-mail	11/23/2002	Jacobson, Eric	Whitesel, Kurt; Dietrich, Alan	VanCamp, John; Orme, Kipp	Discussion of draft Equity Incentive Presentation
810	ACP	E-mail	1/29/2003	Whitesel, Kurt	D'Souza, Roiston		Draft MFC Valuation Report
811	ACP	E-Mail	11/9/2002	Voytek, Michael	Jacobson, Eric; Dietrich, Alan; Knapp, Tom	Irving, Euclid; McCarrick, James Jacobson, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Bayeal, Douglas	Fw: Northwestern Corporation--Opinion of Counsel and Draft Officer's Certificate
812	ACP	E-mail	11/11/2002	Levin, Janice	haskar@cravath.com		NW: GMI Legal Opinion and Officer's Certificate

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
813	ACP	E-mail	11/11/2002	Voytek, Michael	rlaskar@cravath.com	Jacobson, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Bayleat, Douglas	RE: GMI Legal Opinion and Officer's Certificate
814	ACP	E-mail	11/11/2002	rlaskar@cravath.com	Levin, Janice	Jacobson, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Bayleat, Douglas	RE: GMI Legal Opinion and Officer's Certificate
815	ACP	E-mail	11/6/2002	Voytek, Michael	Coddon, Eve	Shawalter, Patricia; Knapp, Tom; Irving, Euclid; Bayleat, Douglas	Northwestern Corp/Montana Restructuring
816	ACP	E-mail	11/27/2002	Sachs, Omri	Ng, Emile	Omri, Kipp; Knapp, Tom; Irving, Euclid; Voytek, Michael	Re: Northwestern Restructures subsidiary NWE LLC
817	ACP	E-Mail	11/9/2002	Tribble, Kimberly	rlaskar@cravath.com	Jacobson, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael	RE: GMI Legal Opinion and Officer's Certificate
818	ACP/AMP	E-Mail and Attachments	10/14/2003	Carte, David	Knapp, Tom	Kline, Scott	Draft going flat documents
819	ACP/AMP	Attachment			Knapp, Tom		Draft OUIPS guarantee
820	ACP/AMP	E-Mail and Attachments	11/7/2002	Sachs, Omri	repedersen@bryancave.com; mlewicki@bankofny.com; Hanson, Michael; Mantion, Michael; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; McCarrick, James		Assignment of 1st Mortgage Draft Documents
821	ACP	E-Mail	10/25/2002	McCarrick, James	vanEgmond, Lee	Sachs, Omri; Knapp, Tom; Irving, Euclid; Voytek, Michael	Consolidation of Northwestern Energy into NOR General Mortgage Indenture and Deed of Trust for Asset Transfer
822	ACP/AMP	E-Mail and Attachment	10/17/2002	Tribble, Kim	Knapp, Tom	Voytek, Michael	Draft Governance Committee resolution
823	ACP	Email	11/26/2002	Dietrich, Alan	thomaspollock@paulhastings.com	Jacobson-Eric	Draft NOR Board & Committee Minutes
824	ACP	Email	11/18/2002	Dietrich, Alan	Lewis-Merie; thomaspollock@paulhastings.com		Nov02NOR Board Draft minutes
825	ACP	Attachment	11/18/2002				Nov02 Governance Committee Draft minutes
826	ACP	Attachment	11/18/2002				Nov02 Audit Committee Draft minutes
827	ACP	Attachment	11/8/2002				
828	ACP	Email	10/28/2002	Irving-Euclid A.	Dietrich-Alan	Patrizia-Charles; Knapp-Tom; Voytek-Michael	RE: Suggested language for Going Flat Resolution
829	ACP	Email	10/28/2002	Tribble-Kimberly	Knapp-Tom	Irving-Euclid A.; Voytek-Michael	Discussion of legal checklist of going flat issues
830	ACP	Attachment	10/28/2002		Patrizia-Charles		Checklist of Flat Structure Issues(v6).DOC
831	ACP	Email	10/25/2002	Dietrich-Alan			Draft Going Flat Resolution
832	ACP	Email	7/26/2002	Tribble-Kimberly	Dietrich-Alan	Irving-Euclid A.; Patrizia-Charles; Jacobson-Eric	Discussion of draft resolutions in connection with the going flat transaction
833	ACP	Attachment	8/26/2002				Written Consent of Sole Member and Manager (NorthWestern Energy)(v2).DOC
834	ACP	Attachment	7/26/2002				Resolutions Re MPC Restructuring(v2).DOC
835	ACP	Email	8/21/2002	Dietrich-Alan	Whitesel-Kurt		FW: Legal discussion on structure of subsidiary corporations
836	ACP	Email	8/21/2002	Lewis-Merie	Dietrich-Alan		Re: Legal discussion on structure of subsidiary corporations
837	ACP	Email	8/21/2002	Dietrich-Alan	Lewis-Merie		Re: Legal discussion on structure of subsidiary corporations
838	ACP	Email	8/10/2001	Dietrich-Alan		Anderson-Bachman-Susan; Jacobson-Eric; Hanson-Mike (CEO); Leyendecker-Rodney	FW: Draft NOR MPC Application
839	ACP	Attachment	8/7/2001		Lopach-Dennis		Draft letter to David Hoffman (MPSC)
840	ACP	Attachment	8/7/2001				DRAFT PROCEDURAL SCHEDULE.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
841	ACP	Email	1/4/2001	Dietrich-Alan	Jacobsen-Eric; Hanson-Mike (CEO); Leyendecker-Rodney	capatrizia@pjh.com; Anderson Bachman Susan	MPSC Filing
842	ACP	Attachment	1/4/2001				MPSC Filing deadline doc
843	ACP	Attachment	1/4/2001				MPSC Filing doc
844	ACP	Email	1/3/2001	Dietrich-Alan	Hanson-Mike; Jacobsen-Eric; Leyendecker-Rodney; capatrizia@pjh.com	Anderson Bachman-Susan Dietrich-Alan	PSC Application
845	ACP	Email	1/3/2001	Patrizia-Charles A.	Dietrich-Alan	Jacobsen-Eric	Montana PSC application Department of Public Service Regulation
846	ACP	Attachment	1/3/2001				Attached email from Charles Patrizia to Alan Dietrich containing comments
847	ACP	Attachment	1/3/2001				Attached email from Charles Patrizia to Alan Dietrich containing comments
848	ACP	Attachment	1/3/2001				Draft Joint Application [containing C. Patrizia comments]
849	AWP	Email	1/3/2001	Jacobsen-Eric	Dietrich-Alan		Email attaching draft MPSC filing
850	AWP	Attachment	1/3/2001				MPSC Filing 12.31.00.doc
851	ACP	Email	3/6/2002	Kline-Scott C.	Young-Michael; Dietrich-Alan; Pohl-Curtis	Har-Henry C.	NORTHWESTERN BONDS - Business Description and Summary backup
852	ACP	Attachment	3/6/2002				NORTHWESTERN BONDS - Business Description and Summary (NSG) v2.DOC
853	ACP	Email	3/6/2002	Dietrich-Alan	Wagner-Dennis; Huber-Cory; Gross-Clyde; Hanson-Jara	Pohl-Curtis; evanmuholland@paulastings.com; scottkline@paulastings.com; Young-Michael	FW: Back-Up Documentation
854	ACP	Attachment	3/6/2002				Business Description.DOC
855	ACP	Email	4/4/2002	Voytek-Michael	Dietrich-Alan		RE: SD PUC Review
856	ACP	Email	4/3/2002	Dietrich-Alan	michael.voytek@paulastings.com	Jacobsen-Eric	SD PUC Review
857	ACP/AWP	Email	3/28/2002	Dietrich-Alan	Nemman-Michael L		FW: Form 10-K March 2001
858	ACP/AWP	Attachment	3/27/2002				Attached draft Form 10-K [containing PHJW comments]
859	ACP/AWP	Email	3/26/2002	Kline-Scott C.	Dietrich-Alan; Young-Michael		FW: Draft of Northwestern Energy, LLC 10-K
860	ACP/AWP	Attachment	3/26/2002				Attached draft Form 10-K [containing PHJW comments]
861	ACP/AWP	Email	11/11/2002	Levin-Janice E.		Jacobsen-Eric; Dietrich-Alan; Knapp-Tom; Irving-Eucild A.; Voytek-Michael; Bayleat-Douglas R.	NW GMI Legal Opinion & Officer's Certificate
862	ACP/AWP	Attachment	11/11/2002		tasker@cravath.com		Northwestern Engineer's Certificate(v2).DOC
863	ACP/AWP	Attachment	11/11/2002				Northwestern Legal Opinion(v2).DOC
864	ACP/AWP	Email	11/9/2002	Voytek-Michael	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom	Irving-Eucild A.; McCarrick-James	FW: Northwestern Corporation - Opinion of Counsel and Officer's Certificate
865	ACP/AWP	Email	11/8/2002			Allen Karell (E-mail); Richard Scott (E-mail); Hanson-Mike (CEO); Dietrich-Alan; Nemman-Michael P.; Irving-Eucild A.; Voytek-Michael; McCarrick-James; Showalter-Patricia	Northwestern - Pollution Control Revenue Refunding Bonds Series 1993A
866	ACP/AWP	Attachment	11/8/2002	Sachs-Omri	christopher_c_holy@bankone.com		PCRB-1993A-MontanaOption.pdf
867	ACP/AWP	Attachment	11/8/2002				PCRB-1993A-MontanaOptionBL.pdf
868	ACP/AWP	Attachment	11/8/2002				PCRB-1993A-BondOption.pdf
869	ACP/AWP	Attachment	11/8/2002				PCRB-1993A-BondOptionBL.pdf
870	ACP/AWP	Attachment	11/8/2002				PCRB (1993 A Series) In-House Opinion (INOR)(vDOC).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
871	ACP/AWP	Attachment	11/8/2002				PCRB (1993A Series) In-house Opinion [NWE\VDCC].DOC
872	ACP/AWP	Attachment	11/8/2002				NOH Opinion.pdf
873	ACP/AWP	Attachment	11/8/2002				NWE Opinion.pdf
874	ACP/AWP	Attachment	11/8/2002				PCRB-1993A-Assignment.pdf
875	ACP/AWP	Attachment	11/8/2002				PCRB-1993A-AssignmentBL.pdf
876	ACP/AWP	Email	11/8/2002	Sachs-Omri	Alan Karell (E-mail); Hanson-Mike (CEO); Manton-Michael P; Dietrich-Alan; Krapp-Tom	Voytek-Michael; Irving-Eucild A.; McCarrick-James; Showalter-Patricia	NorthWestern - Assignment of Transition Bonds TransitionBonds-OffCenNWE.pdf
877	ACP/AWP	Attachment	11/8/2002				TransitionBonds-PLUWOpinion.pdf
878	ACP/AWP	Attachment	11/8/2002				TransitionBonds-MontanaOpinion.pdf
879	ACP/AWP	Attachment	11/8/2002				NOH Opinion.pdf
880	ACP/AWP	Attachment	11/8/2002				Assignment Agreement [Transition Bonds].pdf
881	ACP/AWP	Attachment	11/8/2002				Forwarding email from Michael Voytek
882	ACP/AWP	Attachment	11/8/2002				Legal Opinion(v1).DOC
883	ACP/AWP	Email	11/8/2002	Titbale-Kimberly (Kim)	asker@cravath.com	Irving-Eucild A.; Voytek-Michael	Officer's Certificate(v1).DOC
884	ACP/AWP	Attachment	11/8/2002				CUIFS-3rdSuppIndenture-BL.pdf
885	ACP/AWP	Attachment	11/7/2002				NorthWestern - Assignment of 1st Mortgage
886	ACP/AWP	Attachment	11/4/2002				1stMortgage-OffCenNWE-BL.pdf
887	ACP/AWP	Email	11/4/2002	Sachs-Omri	Krapp-Tom; Dietrich-Alan; Manton-Michael P; Alan Karell (E-mail); Mary Scrin Dye (E-mail); alamey@crowleylaw.com	Irving-Eucild A.; McCarrick-James; Voytek-Michael	1stMortgage-OffCenNWE-BL.pdf
888	ACP/AWP	Attachment	11/4/2002				1stMortgage-PLUWOpinion.pdf
889	ACP/AWP	Attachment	11/4/2002				1stMortgage-PLUWOpinionBL.pdf
890	ACP/AWP	Attachment	11/4/2002				1stMortgage-MontanaOpinion.pdf
891	ACP/AWP	Attachment	11/4/2002				First Mgt In-house Good Standing Opinion (Montana)(v5).DOC
892	ACP/AWP	Attachment	11/4/2002				First Mortgage - In house Opinion [NOR(v1).DOC
893	ACP/AWP	Attachment	11/4/2002				First Mortgage Company Application(v6).DOC
894	ACP/AWP	Attachment	11/4/2002				1stMortgage-22ndSuppIndenture.pdf
895	ACP/AWP	Attachment	11/4/2002				1stMortgage-MontanaOpinionBL.pdf
896	ACP/AWP	Attachment	11/4/2002				1stMortgage-MontanaOpinionBL.pdf
897	ACP/AWP	Attachment	11/4/2002				UCG1 schedule [DE].pdf
898	ACP/AWP	Attachment	11/4/2002				UCG1 Statement [DE].pdf
899	ACP/AWP	Attachment	11/4/2002				NorthWestern - Assignment of Pollution Control Revenue Refunding Bonds Series 1993A
900	ACP/AWP	Attachment	11/4/2002				PCRB-1993A-AssignmentBL.pdf
901	ACP/AWP	Attachment	11/4/2002				PCRB-1993A-AssignmentBL.pdf
902	ACP/AWP	Email	11/5/2002	Sachs-Omri	Krapp-Tom; Dietrich-Alan; Manton-Michael P; Alan Karell (E-mail); Richard Scott (E-mail); Terence O'Meara (E-mail)	Irving-Eucild A.; McCarrick-James; Voytek-Michael	PCRB (1993A Series) In-house Opinion [NOR(v2).DOC
903	ACP/AWP	Attachment	11/5/2002				PCRB (1993A Series) In-house Opinion [NOR(v2).DOC
904	ACP/AWP	Attachment	11/5/2002				PCRB (1993A Series) In-house Opinion [NWE(v2).DOC
905	ACP/AWP	Attachment	11/5/2002				PCRB (1993A Series) In-house Opinion [NWE(v2).DOC
906	ACP/AWP	Attachment	11/5/2002				PCRB (1993A Series) In-house Opinion [NWE(v2).DOC
907	ACP/AWP	Attachment	11/5/2002				PCRB (1993A Series) In-house Opinion [NWE(v2).DOC
908	ACP/AWP	Attachment	11/5/2002				PCRB (1993A Series) In-house Opinion [NWE(v2).DOC
909	ACP/AWP	Attachment	11/5/2002				PCRB-1993A-OffCen.pdf

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
910	ACP/AWP	Email	11/5/2002	Hong-Jennifer L.	Dietrich-Alan; Knapp-Tom; Montague-David A. Manion-Michael P.; Lopach-Dennis	Patricia-Charles; Voytek-Michael; Scharfberg-William P.	NorthWestern Energy LLC FERC EWG Application
911	ACP/AWP	Attachment	11/5/2002		Knapp-Tom; Dietrich-Alan; Manion-Michael P.; Allan Karrell (E-mail); Richard Scott (E-mail); Terence O'Meara (E-mail)		NorthWestern Energy, LLC EWG Application(v1).DOC
912	ACP/AWP	Email	11/5/2002	Sachs-Omri		Irving-Eucild A.; McCarrick-James; Voytek-Michael	NorthWestern Assignment of Pollution Control Revenue Refunding Bonds Series 1993B
913	ACP/AWP	Attachment	11/5/2002				PCRB-1993B-Assignment.pdf
914	ACP/AWP	Attachment	11/5/2002				PCRB-1993B-AssignmentBL.pdf
915	ACP/AWP	Attachment	11/5/2002				PCRB-1993B-MontanaOption.pdf
916	ACP/AWP	Attachment	11/5/2002				PCRB-1993B-MontanaOptionBL.pdf
917	ACP/AWP	Attachment	11/5/2002				PCRB-1993B-BondOption.pdf
918	ACP/AWP	Attachment	11/5/2002				PCRB-1993B-BondOptionBL.pdf
919	ACP/AWP	Attachment	11/5/2002				PCRB [1993B Series] In-house Option [NOR](v2).DOC
920	ACP/AWP	Attachment	11/5/2002				PCRB [1993B Series] In-house Option [NOR](vDOC).DOC
921	ACP/AWP	Attachment	11/5/2002				PCRB [1993B Series] In-house Option [NWE](v2).DOC
922	ACP/AWP	Attachment	11/5/2002				PCRB [1993B Series] In-house Option [NWE](vDOC).DOC
923	ACP/AWP	Attachment	11/5/2002				PCRB-1993B-OffCent.pdf
924	ACP	Email	11/5/2002	Dietrich-Alan	Sachs-Omri		RE: NorthWestern - Assignment of Unsecured Medium Term Notes
925	ACP/AWP	Attachment	11/5/2002				Attached draft letter from Alan Dietrich re: MPC Natural Gas Funding Trust, 6.20% Transition Bonds - Proposed Asset Transfer by NorthWestern Energy, L.L.C. (NWE) to The Montana Power, L.L.C., as successor by merger to The Montana Power Company) to NorthWestern Corporation
926	ACP/AWP	Attachment	11/5/2002				Attached draft letter from Alan Dietrich to Bank of New York
927	ACP/AWP	Email	11/4/2002	Sachs-Omri	Knapp-Tom; Dietrich-Alan; Manion-Michael P	Irving-Eucild A.; McCarrick-James; Voytek-Michael	NorthWestern - Assignment of Unsecured Medium Term Notes
928	ACP/AWP	Attachment	11/4/2002	Unknown			MTN-2ndSupplndenture.pdf
929	ACP/AWP	Attachment	11/4/2002				MTN-2ndSupplndentureBL.pdf
930	ACP/AWP	Attachment	11/4/2002				MTN-OffCentWWE.pdf
931	ACP/AWP	Attachment	11/4/2002				MTN-OffCentWWE-BL.pdf
932	ACP/AWP	Attachment	11/4/2002				MTN-OffCentWWE-BL.pdf
933	ACP/AWP	Attachment	11/4/2002				MTN-PHJWOOption.pdf
934	ACP/AWP	Email	11/4/2002	Sachs-Omri	Knapp-Tom; Dietrich-Alan; Manion-Michael P	Irving-Eucild A.; McCarrick-James	MTN-PHJWOOptionBL.pdf
935	ACP/AWP	Attachment	11/4/2002				NorthWestern Assignment of QUIPS
936	ACP/AWP	Attachment	11/4/2002				QUIPS-3rdSupplndenture.pdf
937	ACP/AWP	Attachment	11/4/2002				QUIPS-3rdSupplndenture-BL.pdf
938	ACP/AWP	Attachment	11/4/2002				QUIPS-OffCentWWE.pdf
939	ACP/AWP	Attachment	11/4/2002				QUIPS-OffCentWWE-BL.pdf
940	ACP/AWP	Attachment	11/4/2002				QUIPS-PHJWOOption.pdf
941	ACP/AWP	Attachment	11/4/2002				QUIPS-PHJWOOptionBL.pdf
942	ACP/AWP	Attachment	11/4/2002				QUIPS - In-house Option [NOR](v1).DOC
943	ACP/AWP	Attachment	11/4/2002				QUIPS-AssumptionGuaranteeBL.pdf

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
944	ACP/AMP	Attachment	11/4/2002				QUIPS-AssignmentAgreementsBL.pdf
945	ACP/AMP	Attachment	11/4/2002				QUIPS-AssignmentAgreementsBL.pdf
946	ACP/AMP	Attachment	11/4/2002				QUIPS Company Order(V7) DOC
947	ACP/AMP	Attachment	11/4/2002				QUIPS Company Order(VDOC) DOC
948	ACP/AMP	Email	11/4/2002	Sachs-Omri	Knaapp-Tom; Dietrich-Alan; Marion-Michael P. Allen Karrell (E-mail)	Ivring-Eucild A.; McCartick-James; Voytek-Michael; Steven Ruffatto (E-mail)	NorthWestern: Assignment of Transition Bonds
949	ACP/AMP	Attachment	11/4/2002				TransitionBonds-AssignmentBL.pdf
950	ACP/AMP	Attachment	11/4/2002				TransitionBonds-AssignmentBL.pdf
951	ACP/AMP	Attachment	11/4/2002				TransitionBonds-OffCertaNWE.pdf
952	ACP/AMP	Attachment	11/4/2002				TransitionBonds-OffCertaNWE-BL.pdf
953	ACP/AMP	Attachment	11/4/2002				TransitionBonds-PLWVOptionBL.pdf
954	ACP/AMP	Attachment	11/4/2002				TransitionBonds-PLWVOptionBL.pdf
955	ACP/AMP	Attachment	11/4/2002				TransitionBonds-MontanaOptionBL.pdf
956	ACP/AMP	Attachment	11/4/2002				NG Transition Bonds Montana Power; In house opinion(v5) DOC
957	ACP/AMP	Attachment	11/4/2002				NG Transition Bonds Montana Power; In house opinion(vDOC) DOC
958	ACP/AMP	Attachment	11/4/2002				NG Transition Bonds NorthWestern In house opinion(v2) DOC
959	ACP/AMP	Attachment	11/4/2002				NG Transition Bonds NorthWestern In house opinion(vDOC) DOC
960	ACP/AMP	Attachment	11/4/2002				TransitionBonds-MontanaOptionBL.pdf
961	ACP/AMP	Email	11/4/2002	Showalter-Patricia	Jacobsen-Eric; Orme-Kipp; Walsh-Richard P.; Dietrich-Alan; Marion-Michael P.; Lopach-Dennis; Asay-John P (Pat); Reardon-Pat; Ng-Emile; Schrum-Roger; Donna Header (E-mail); Young-Michael; Thompson-Mark; Mike Neiman (E-mail); Whitesel-Kurt; Ndlander-Jan; VanCamp-John; Kovash-Kelth K; Steve Ruffatto (E-mail); Leslie Thomson (E-mail); Mary Dye (E-mail); Ivring-Eucild A.; Knaapp-Tom; Patrizia-Charles; Hong-Jennifer L.; Scharfberg-William P.; Rushton-Lisa K.; Crowe-Christine M.; McCartick-James; Sachs-Omri; Balyeat-Douglas R.; Conboy-Kevin; Schwartz-Melissa C.; Coddon-Eve; Gibau-Heyman-Shayn; DeGrandis-Bill D.; Kline-Scott C.; Gerrard-Nicole; Altorelli-John J.; Stimulwitz-Jennifer	Voytek-Michael; Levin-Janice E.	Email attaching current versions of the Time and Responsibility Checklists and containing comments by Patricia Showalter and Michael Voytek
962	ACP/AMP	Attachment	11/4/2002				Marked - Time and Responsibility Checklist - Flat Structure Closing.doc
963	ACP/AMP	Attachment	11/4/2002				Clean - Time and Responsibility Checklist - Flat Structure Closing.doc
964	ACP/AMP	Attachment	7/31/2002				MPC RestructuringMemo.doc
965	ACP/AMP	Attachment	7/29/2002				MPC RestructuringRes.DOC
966	ACP/AMP	Attachment	7/31/2002				OutpsMemo.doc (NOR 441828)
967	ACP/AMP	Attachment	7/25/2002				OutpsRes.DOC (NOR 441829-441832)
968	ACP/AMP	Email	10/31/2002	Voytek-Michael	Ivring-Eucild A.; Dietrich-Alan	Showalter-Patricia	Fw: Northwestern -- assignment agreement of IP_v1 DOC
969	ACP/AMP	Email	11/1/2002	Dietrich-Alan	Devore-Michael		Fw: Northwestern -- assignment agreement of IP_v1 DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
970	ACP/AMP	Attachment	10/31/2002				Northwestern -- assignment agreement of IP v1.DOC
971	ACP/AMP	Email	10/4/2002	Stanford-Marcia	Dietrich-Alan	Weiler-Sтивен	Northwestern Notice of Succession
972	ACP/AMP	Attachment	10/4/2002				Northwestern Tariff (cleaned version).DOC
973	ACP/AMP	Attachment	10/4/2002				NW-Notice of Succession.DOC
974	AWP	Email	10/3/2002	Knapp-Tom	Dietrich-Alan		FW: NG Transition Bonds Northwestern - Assignment and Assumption Agreement
975	AWP	Attachment	10/3/2002				Northwestern- Assignment and Assumption Agreement
976	ACP/AMP	Email	10/3/2002	Dietrich-Alan	Knapp-Tom		FW: NG Transition Bonds Northwestern In house opinion v1.DOC
977	ACP/AMP	Email	10/3/2002	Knapp-Tom	Dietrich-Alan	'OmniSachs@paulhastings.com'	FW: NG Transition Bonds Northwestern In house opinion v1.DOC
978	ACP/AMP	Attachment	10/3/2002				NG Transition Bonds Northwestern In house opinion v1.DOC
979	ACP/AMP	Email	9/25/2002	Knapp-Tom	Dietrich-Alan		FW: Colstrip Lease Documents
980	ACP/AMP	Attachment	8/23/2002				Colstrip PHJW Tax Opinion v4.DOC
981	ACP/AMP	Attachment	8/23/2002				Colstrip PHJW Contract Compliance Opinion v3.DOC
982	ACP/AMP	Attachment	9/27/2002				Colstrip Leases Assumption Agreement v5.DOC
983	ACP/AMP	Attachment	9/27/2002				Colstrip Officer's certificate NOR v4.DOC
984	ACP/AMP	Attachment	9/27/2002				Colstrip consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant v4.DOC
985	ACP/AMP	Attachment	9/27/2002				Colstrip Crowley Montana Tax Opinion v3.DOC
986	ACP/AMP	Email	9/27/2002	Dietrich-Alan	Knapp-Tom		FW: Colstrip Lease Documents
987	ACP/AMP	Email	9/25/2002	Knapp-Tom	Dietrich-Alan		FW: Colstrip Lease Documents
988	ACP/AMP	Attachment	8/23/2002				Colstrip PHJW Tax Opinion v4.DOC
989	ACP/AMP	Attachment	8/23/2002				Colstrip PHJW Contract Compliance Opinion v3.DOC
990	ACP/AMP	Attachment	9/27/2002				Colstrip Leases Assumption Agreement v5.DOC
991	ACP/AMP	Attachment	9/27/2002				Colstrip Officer's certificate NOR v4.DOC
992	ACP/AMP	Attachment	9/27/2002				Colstrip consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant v4.DOC
993	ACP/AMP	Attachment	9/27/2002				Colstrip Crowley Montana Tax Opinion v3.DOC
994	ACP	Email	9/12/2002	Knapp-Tom	Haeder-Donna	Coleman-Patrick;DeJong-Amy;Dietrich-Alan	RE: Going Flat Transaction
995	ACP/AMP	Attachment	9/12/2002				northwestern energy restructuring summary description(v1).DOC
996	ACP/AMP	Email	8/29/2002	Knapp-Tom	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	FW: MFC Natural Gas Funding Trust, 6.20% Transition Bonds
997	ACP/AMP	Attachment	8/30/2002				Northwestern - NGFT - Officer's Certificate v5.DOC
998	ACP/AMP	Attachment	8/30/2002				MFC Natural Gas - Montana opinion v5.DOC
999	ACP/AMP	Attachment	8/30/2002				Northwestern- Assignment and Assumption Agreement
1000	ACP/AMP	Attachment	8/30/2002				Natural Gas Bonds v5.DOC
1001	ACP/AMP	Attachment	8/30/2002				MFC natural Gas Bonds - Form of Letter to Issuer Trustee and Rating Agencies v3.DOC
							MPC Natural Gas - PHJW Opinion v3.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1002	ACP/AWP	Attachment	8/30/2002				NG Transition Bonds Montana Power, in house opinion v3.DOC
1003	ACP/AWP	Email	8/29/2002	Dietrich-Alan	Knapp-Tom		FEE: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
1004	ACP	Email	8/23/2002	Knapp-Tom	Asay-John P (Pat); Dietrich-Alan; Jacobsen-Eric; Kovash-Keith K; Lopach-Dennis; Marion-Michael P.; Nieman-Michael L; Nolander-Jean; Orme-Kipp; Reardon-Pat; VanCamp-John; Walsh-Richard P; Whitesel-Kurt; Young-Michael	Hanson-Mike	Time and Responsibility Checklist for Going Flat Closing
1005	ACP	Attachment	8/26/2002				Time and Responsibility Checklist for Going Flat Closing (v8).DOC
1006	ACP	Attachment	8/23/2002				Appendices to TR Checklist(v1).DOC
1007	ACP/AWP	Email	11/27/2002	Bayeat-Douglas R.	Dietrich-Alan	Voytek-Michael	RE: Workers' Compensation Self-Insurance
1008	ACP/AWP	Attachment	11/27/2002		Hanson-Mike	Dietrich-Alan	Transfer Agr (GOOD)(v19).DOC
1009	ACP	Email	11/27/2002	Knapp-Tom			FW: Going Flat
1010	ACP	Email	11/21/2002	Knapp-Tom	Tribble-Kimberly (Kim) S.; Hong-Jennifer L.; Dietrich-Alan; Schartenberg-William P.; Ruston-Lisa K.; Crowe-Christine M.; Conboy-Kevin; Schwartz-Melissa C.; sturatto@croweylaw.com; Marion-Michael P.; Coddon-Eve; Brockman-Rona L.; Walsh-Richard P.; Asay-John P (Pat); Gibau-Heyman-Sharyn; Shmulewitz-Jennifer; thomson@croweylaw.com; Altorelli-John J.; Sparks-M Kathleen; Smook-Karen; Shea-Rose E.; James McCarrick (E-mail); conrsachs@paulhastings.com; Young-Michael; Dietrich-Alan; Whitesel-Kurt	Irving-Eucild A.; Bayeat-Douglas R.; Showalter-Patricia; Voytek-Michael; thomaspollock@paulhastings.com; Patricia-Charles; Hanson-Mike (CEO); Orme-Kipp	RE: Going Flat
1011	ACP	Email	11/21/2002	Tribble-Kimberly (Kim) S.	Hong-Jennifer L.; Dietrich-Alan; Schartenberg-William P.; Ruston-Lisa K.; Crowe-Christine M.; Conboy-Kevin; Schwartz-Melissa C.; sturatto@croweylaw.com; moyer@croweylaw.com; Marion-Michael P.; Coddon-Eve; Brockman-Rona L.; Walsh-Richard P.; Asay-John P (Pat); Gibau-Heyman-Sharyn; Shmulewitz-Jennifer; thomson@croweylaw.com; Altorelli-John J.	Irving-Eucild A.; Knapp-Tom; Bayeat-Douglas R.; Showalter-Patricia; Voytek-Michael	FW: Going Flat
1012	ACP/AWP	Email	11/14/2002	Gerrard-Nicole	Orme-Kipp	Jacobsen-Eric; Smook-Karen; Dietrich-Alan; Schrum-Roger; Kline-Scott C.	Going Flat Filing
1013	ACP/AWP	Attachment	11/14/2002				8-K re NOR Going Flat(v3).DOC
1014	ACP/AWP	Attachment	11/14/2002				Asset and Stock Transfer Agreement - NOR and NWE(v1).DOC
1015	ACP/AWP	Attachment	11/14/2002				Press Release re NOR Going Flat(v3).DOC
1016	ACP/AWP	Attachment	11/14/2002				Asset and Stock Transfer Agreement - NOR and NWE(v2).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1017	ACP/AWP	Email	11/11/2002	Shawalter-Patricia	Jacobsen-Eric; Orme-Kipp; Walsh-Richard P.; Dietrich-Alan; Marion-Michael P.; Lopach-Dennis; Asay-John P (Pat); Reardon-Pat; Ng-Emile; Schrum-Roger; Donna Header (E-mail); Young-Michael; Thompson-Mark; Mike Neiman (E-mail); Whitesel-Kurt; Noland-Jan; VanCamp-John; Kovash-Keith K; Steve Ruffatto (E-mail); Leslie Thomson (E-mail); Mary Dye (E-mail); Irving-Eucild A.; Knapp-Tom; Patricia-Charles; Hong-Jennifer L.; Scharfberg-William P.; Rushton-Lisa K.; Crowe-Christine M.; McCarrick-James; Sachs-Omri; Balyeat-Douglas R.; Conboy-Kevitt; Schwartz-Melissa C.; Coddon-Eve; Gibau-Heyman-Sharyn; Degrandis-Bill D.; Kline-Scott C.; Gerard-Nicole; Altorelli-John J.; Shumkewitz-Jennifer	Voytek-Michael; Levin-Jance E.	Revised Time and Responsibility Checklist
1018	ACP/AWP	Attachment	11/11/2002				Time and Responsibility Checklist - Flat Structure Closing (clean).doc
1019	ACP/AWP	Attachment	11/11/2002				Time and Responsibility Checklist - Flat Structure Closing (marked).doc
1020	ACP/AWP	Email	11/14/2002	Sachs-Omri	Dietrich-Alan	McCarrick-James	Colstrip Leases Assumption Agreement v7.DOC
1021	ACP/AWP	Attachment	11/14/2002				Colstrip Leases Assumption Agreement v7.DOC
1022	ACP/AWP	Email	11/14/2002	Sachs-Omri	Dietrich-Alan	McCarrick-James	Colstrip Leases Assumption Agreement v7.DOC
1023	ACP/AWP	Attachment	11/14/2002				Colstrip Officer's certificate NDR(v6).DOC
1024	ACP/AWP	Attachment	11/14/2002				Colstrip consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant(v6).DOC
1025	ACP/AWP	Attachment	11/14/2002				Colstrip PHUW Contract Compliance Option(v5).DOC
1026	ACP/AWP	Attachment	11/14/2002				Colstrip PHUW Tax Option(v5).DOC
1027	ACP/AWP	Attachment	11/14/2002				Opinion letter(v2).DOC
1028	ACP/AWP	Attachment	11/14/2002				Tax Option Letter 10-4-02 - 2nd version.doc
1029	ACP/AWP	Email	11/13/2002	Dietrich-Alan	Peterson-JoAnne		CERT-RES8.DOC
1030	ACP/AWP	Attachment	11/13/2002				
1031	ACP/AWP	Email	1/6/2003	Patrizia-Charles	Jacobsen-Eric; Dietrich-Alan	Knapp-Tom; Pollock-Thomas R.; Hong-Jennifer L.	FW: HP Digital Sender Module Document
1032	ACP/AWP	Attachment	1/6/2003				Document.pdf
1033	ACP/AWP	Email	10/17/2002	Knapp-Tom	Dietrich-Alan		FW: NorthWestern -- Going Flat Transaction
1034	ACP/AWP	Attachment	10/17/2002				Closing(v11).DOC
1035	ACP/AWP	Attachment	10/17/2002				Time and Responsibility Checklist - Flat Structure Closing(vDOC).DOC
1036	ACP	Email	4/2/2002	Dietrich-Alan	Jacobsen-Eric		Northwestern Corporation 10-K
1037	ACP/AWP	Email	3/7/2001	Dietrich-Alan	Young-Michael	Jacobsen-Eric; Anderson-Bachman-Susan; Urinko-Lori	10-K Draft - Initial Comments
1038	ACP/AWP	Attachment	3/7/2001				2001Form10KADDCComments.doc
1039	ACP/AWP	Attachment	3/7/2001				NOR2000RestatedCertificateofInc.doc
1040	ACP/AWP	Attachment	3/7/2001				NORBy-Laws2001.DOC
1041	ACP/AWP	Attachment	3/7/2001				StockOptionAmend2001.doc
1042	ACP/AWP	Attachment	3/7/2001				NORPerformancePlan.doc
1043	ACP/AWP	Email	3/27/2002	Kline-Scott C.	Vesco-Elane A	Dietrich-Alan	Form 10-K March 2001

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1044	ACP/AMP	Attachment	3/27/2002				Attached draft Form 10-K (containing PHJW comments)
1045	ACP/AMP	Email	8/30/2002	Petersen-Mark	Dietrich-Alan	Taylor-Michael;Weitz-Mark	Section 16 Reporting
1046	ACP/AMP	Email	8/29/2002	Petersen-Mark	Dietrich-Alan		Section 16 Info-DRAFT
1047	ACP/AMP	Email	3/26/2002	Dietrich-Alan	Bus-Joylynn; scottline@paulhastings.com	Jacobson-Eric	10-K (containing comments in email and attached drafts)
1048	ACP/AMP	Email	3/26/2002	Jacobson-Eric	Dietrich-Alan; Bus-Joylynn		FW: 10-K Draft
1049	ACP/AMP	Attachment	3/26/2002				10-K version 3-26-02.DOC
1050	ACP/AMP	Attachment	3/26/2002				AA Rep Exhibit 98.doc
1051	ACP	Email	3/20/2002	Bus-Joylynn	Hyland-Richard; Jacobson-Eric; Orme-Kipp; Young-Michael; Whitesel-Kurt; scottline@paulhastings.com; Craig Arends (E-mail); Dave Olson (E-mail); Dietrich-Alan		Form 10-K Draft
1052	ACP	Attachment	3/20/2002				10-K Draft 3_20_02.DOC
1053	ACP/AMP	Email	3/20/2002	Dietrich-Alan	Bus-Joylynn; Young-Michael		FW: NOR 10-K
1054	ACP/AMP	Attachment	3/20/2002				NORTHWESTERN ANNUAL DISCLOSURE DOCUMENTS - 2001 10-K draft(v1).DOC
1055	ACP/AMP	Email	8/14/2003	Kline-Scott C.	Dietrich-Alan		Attached Attachments
1056	ACP/AMP	Attachment	8/14/2003				NOR - Draft Expanses Note_v2.DOC
1057	ACP/AMP	Attachment	8/14/2003				NOR - Draft Expanses Omnibus Resolutions_v2.DOC
1058	ACP	Email	11/14/2002	Gerrard-Nicole	Orme-Kipp	Jacobson-Eric;Smook-Karen;Dietrich-Alan;Schram-Roger;Kline-Scott C.	Gong Flat Filing
1059	ACP/AMP	Email	9/12/2003	Sparks-M Kathleen	Dietrich-Alan		RE: Address to Send Stock Certificates
1060	ACP/AMP	Attachment	8/27/2002				Stock Certificate ltr.doc
1061	ACP/AMP	Attachment	9/12/2003				Gong Flat Closing Index.doc
1062	ACP	Email	3/29/2002	Dietrich-Alan	scottline@paulhastings.com	Bus-Joylynn;Young-Michael;Jacobson-Eric	FW: Northwestern Corporation 10-K405 Proof Files
1063	ACP/AMP	Email	2/13/2002	Johnson-Joseph T.	Dietrich-Alan		FW: NOR - Flyish - U-1 for 3(a)3 v3.DOC
1064	ACP/AMP	Email	2/13/2002	Dietrich-Alan	josephjohnson@paulhastings.com;Charles Patricia (E-mail);excldiving@paulhastings.com		FW: NOR - Flyish - U-1 for 3(a)3 v3.DOC
1065	AMP	Attachment	2/13/2002				NOR - Flyish - U-1 for 3(a)3 v3.DOC
1066	ACP	Email	8/9/2002	Gerrard-Nicole	Senechal-Ellan M;Dietrich-Alan;Orme-Kipp;Hanson-Mike (CEO)	Smook-Karen;Boher-Cortene;Kline-Scott C.	Additional documents for signature today
1067	ACP/AMP	Email	2/11/2002	Hong-Jennifer L.	Dietrich-Alan	Knapp-Thomas J.	FW: Revised Draft Opinion Letter
1068	ACP/AMP	Attachment	2/11/2002				Static copy of Revised Draft Opinion Letter.doc
1069	ACP/AMP	Email	8/9/2002	Gerrard-Nicole	Orme-Kipp;Whitesel-Kurt	Dietrich-Alan	Documents for signature today
1070	AMP	Attachment	8/9/2002				Appointment of Admin Trustees of MPCI - Senechal and Pederson(v3).DOC
1071	AMP	Attachment	8/9/2002				Amendment of Trust Agreement of MPCI - Senechal and Pederson(v3).DOC
1072	ACP	Email	8/9/2002	Smook-Karen	mikegerrard@paulhastings.com	Dietrich-Alan;Fanden-Paula	FW: Documents for signature today
1073	ACP/AMP	Email	11/19/2001	Pollock-Thomas R.	Jacobson-Eric; Dietrich-Alan		FW: Northwestern - Debt and Equity Charts
1074	ACP/AMP	Attachment	11/19/2001				Organization Debt Chart - Northwestern(v4).DOC
1075	ACP/AMP	Attachment	11/19/2001				Organization Equity Chart - Northwestern(v4).DOC
1076	ACP/AMP	Email	8/2/2002	Gerrard-Nicole	Jacobson-Eric;Dietrich-Alan	Pollock-Thomas R.;Zuppone-Michael;Kline-Scott C.	NOR - Gong Flat - Step One Documents
1077	AMP	Attachment	8/2/2002				Company Order - NOR LLC(v3).DOC
1078	AMP	Attachment	8/2/2002				Second Supplemental Indenture - NOR LLC(v8).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1079	AWP	Attachment	8/2/2002				Amendment to Guarantee Agreement(v7).DOC
1080	AWP	Attachment	8/2/2002				Legal Opinion re Assumption by NOR of NE LLC Obligations re Indenture(v4).SAN FRANCISCO
1081	AWP	Attachment	8/2/2002				Officer's Certificate in Support of NOR Assumption of NE LLC's Obligations re Indenture(v4).DOC
1082	AWP	Attachment	8/2/2002				Legal Opinion re Assumption by NOR of NE LLC Obligations re Guarantee(v4).DOC
1083	AWP	Attachment	8/2/2002				Officer's Certificate in Support of NOR Assumption of NE LLC's Obligations re Guarantee(v4).DOC
1084	AWP	Attachment	8/2/2002				Assumption Agreement re Trust Agreement - NOR NE LLC(v6).DOC
1085	AWP	Attachment	8/2/2002				Supplemental Listing Application re Additional Guarantor and Obligor under QJIPs(v2).DOC
1086	AWP	Attachment	8/2/2002				Opinion in support of Supplemental Listing Application re additional guarantor and obligor of QJIPs(v3).DOC
1087	AWP	Attachment	8/2/2002				Form 8-A MFCI(v3).DOC
1088	AWP	Attachment	8/2/2002				NE LLC Secretary's Certificate(v2).DOC
1089	AWP	Attachment	8/2/2002				Company Order re execution NOR & NE LLC Guarantee(v3).DOC
1090	AWP	Attachment	8/2/2002				NOR Secretary's Certificate(v1).SAN FRANCISCO
1091	AWP	Attachment	8/2/2002				Form 15 of NE LLC(v3).DOC
1092	ACP/ AWP	Email	10/25/2002	Trinkle-Kimberly (Kim) S.	Jacobsen-Eric; Orme-Kipp; Walsh-Richard P.; Dietrich-Alan; Manion-Michael P.; Lopach-Dennis; Asay-John P (Pat); Reardon-Pat; Ng-Emilie; Schrum-Roger; donna.header@northwestern.com; Young-Michael; Thompson-Mark; mike.neiman@northwestern.com; Whitesel-Kurt; Noland-Jane; VanCamp-John; Kovash-Kelth K; suiffatto@crowleylaw.com; jthomson@crowleylaw.com; mdyre@crowleylaw.com; Irving-Eric A.; Knapp-Tom; Pariza-Charles; Hong-Jennifer L.; Scharfberg-William P.; Rushton-Lisa K.; Crowe-Christine M.; McCarrick-James; Sachs-Omri; Bayeart-Douglas R.; Conboy-Kevin; Schwartz-Melissa C.; Coddon-Eve; Gibau-Heyman-Sharyn; DeGrandis-Bill D.; Kline-Scott C.; Gerrard-Nicole; Albrecht-John J.; Shmulewitz-Jennifer; Showalter-Paricia	Voytek-Michael; Levin-Janice E.	NorthWestern/Restructuring of NorthWestern Energy Time and Responsibility Checklist - Fiat Structure Closing(v12).DOC
1093	ACP/ AWP	Attachment	10/25/2002				FW: Montana Power Capital I - Replacement of Administrative Trust fees
1094	ACP	Email	8/5/2002	Kline-Scott C.	Dietrich-Alan		FW: Montana Power Capital I - Replacement of Administrative Trust fees
1095	AWP	Email	8/5/2002	Kline-Scott C.	Dietrich-Alan		Amendment of Trust Agreement of MFCI - Senchal and Pederson(v2).DOC
1096	AWP	Attachment	8/5/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1097	AWP	Attachment	8/5/2002				Appointment of Admin Trustees of MPCL - Senedat and Pederson(v2).DOC
1098	AWP	Attachment	8/5/2002				Resignation of Admin Trustees of MPCL - Senedat and Pederson(v2).DOC
1099	ACP/AWP	Email	10/22/2002	Hong-Jennifer L.	Dietrich-Alan; Jacobsen-Eric	Pantza-Charles	NOR/AME Applications
1100	ACP/AWP	Attachment	10/22/2002				MPSC Application for Mortgage Bonds(v1).DOC
1101	ACP/AWP	Attachment	10/22/2002				MPSC Application for PUHCA determination(v1).DOC
1102	ACP/AWP	Attachment	10/22/2002				NOR Securities Application for 1st Mortgage Bond(v1).DOC
1103	ACP/AWP	Email	10/15/2002	Voytek-Michael	Dietrich-Alan; Knapp-Tom		Montana Restructuring - Courtesy Notice to Trustee under NOR's GM 1
1104	ACP/AWP	Attachment	10/15/2002				First Mortgage
1105	ACP/AWP	Email	9/17/2002	Dietrich-Alan	Knapp-Tom	Orme-Kipp	FW: First Mortgage
1106	ACP/AWP	Email	9/17/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		First Mgt Cover letter, v3.DOC
1107	ACP/AWP	Attachment	9/17/2002				First Mgt Side Letter Opinion, v3.DOC
1108	ACP/AWP	Attachment	9/15/2002				First Mgt Twenty-First Supplemental Indenture, v5.DOC
1109	ACP/AWP	Attachment	9/17/2002				First Mortgage Company Application, v3.DOC
1110	ACP/AWP	Attachment	9/17/2002				First Mgt Officer's Certificate, v3.DOC
1111	ACP/AWP	Attachment	9/17/2002				First Mgt Crowley Opinion, v3.DOC
1112	ACP/AWP	Attachment	9/17/2002				First Mgt In-House Good Standing Opinion (Montana), v3.DOC
1113	ACP/AWP	Attachment	9/17/2002				QUIPs
1114	ACP/AWP	Email	9/17/2002	Dietrich-Alan	Knapp-Tom	Orme-Kipp	FW: QUIPs
1115	ACP/AWP	Email	9/17/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		QUIPs Cover letter, v4.DOC
1116	ACP/AWP	Attachment	9/17/2002				QUIPs Officer's Certificate, v4.DOC
1117	ACP/AWP	Attachment	9/15/2002				QUIPs Company Order, v5.DOC
1118	ACP/AWP	Attachment	9/17/2002				QUIPs 3rd Supplemental Indenture, v3.DOC
1119	ACP/AWP	Attachment	9/17/2002				QUIPs PHJW Contractual Compliance Opinion, v4.DOC
1120	ACP/AWP	Attachment	9/15/2002				QUIPs Assignment Agreement (Guarantee), v2.DOC
1121	ACP/AWP	Attachment	9/15/2002				QUIPs Assignment of Obligations under Trust and expenses and Liabilities Agreements, v2.DOC
1122	ACP/AWP	Attachment	9/15/2002				Medium Term Notes
1123	ACP/AWP	Email	9/11/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		Northwestern - Citibank MTN - Officer's Certificate, v6.DOC
1124	ACP/AWP	Attachment	9/11/2002				Northwestern - Citibank MTN - Supplement Indenture, v4.DOC
1125	ACP/AWP	Attachment	9/12/2002				Northwestern - Citibank MTN - Supplement Indenture, v4.DOC
1126	ACP/AWP	Attachment	9/11/2002				Northwestern - Citibank MTN - Option, v6.DOC
1127	ACP/AWP	Attachment	9/12/2002				Northwestern - Form of Letter to Citibank as Trustee to Unsecured Mid Term Note, v3.DOC
1128	ACP/AWP	Email	9/11/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		PCRB 1983B Notice Letter to Trustee, v5.DOC
1129	ACP/AWP	Attachment	9/12/2002				PCRB 1983B Assumption Agreement, v7.DOC
1130	ACP/AWP	Attachment	9/12/2002				Pollution control Series 1993B - Opinion of Montana Counsel, v6.DOC
1131	ACP/AWP	Attachment	9/12/2002				
1132	ACP/AWP	Email	9/12/2002	Dietrich-Alan	Knapp-Tom	Orme-Kipp	FW: Pollution Control Revenue Bonds, 1993B Series

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1133	ACP/AMP	Email	9/11/2002	Krapp-Tom	Dietrich-Alan; Orme-Kipp		Pollution Control Revenue Bonds: 1993B Series
1134	ACP/AMP	Attachment	9/12/2002				PCRB 1993B Notice Letter to Trustee, v5.DOC
1135	ACP/AMP	Attachment	9/12/2002				PCRB 1993B Assumption Agreement, v7.DOC
1136	ACP/AMP	Attachment	9/12/2002				Pollution control Series 1993B - Opinion of Montana Counsel, v6.DOC
1137	ACP/AMP	Email	7/17/2002	Patrizia-Charles	Dietrich-Alan		RE: Northwestern Energy LLC OUIPS issues
1138	ACP/AMP	Attachment	7/17/2002				Northwestern Energy LLC Reporting Obligations Memo(v6).DOC
1139	ACP/AMP	Email	12/18/2002	Schwartz-Melissa C.	stvekol@earthlink.net; Weitz-Mark; Ron Desjue ;Brand@bkdn.com; Leo@bkdn.com; Stan@bkdn.com ;wpp@pearce-dunck.com	Conboy-Kevin;Dietrich-Alan	Draft CSFB Credit Agreement
1140	ACP/AMP	Attachment	12/18/2002				NOR - Clean Schedules.doc
1141	ACP/AMP	Attachment	12/18/2002				NOR - Redlined Schedules.doc
1142	ACP/AMP	Attachment	12/18/2002				NW 2002 Credit Agreement, #713424, v8.DOC
1143	ACP/AMP	Attachment	12/18/2002				NW 2002 Credit Agreement, #713424, v8.DOC
1144	ACP/AMP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan	Conboy-Kevin	Draft CSFB Credit Agreement
1145	ACP/AMP	Attachment	12/20/2002				NOR - Inhouse Opinion Redline.doc
1146	ACP/AMP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan	Conboy-Kevin	CSFB Opinion
1147	ACP/AMP	Attachment	12/20/2002				NORTHWESTERN - Form of In-House Opinion, v2.DOC
1148	ACP/AMP	Email	12/19/2002	Schwartz-Melissa C.	Dietrich-Alan	Smook-Karen; Conboy-Kevin; Kahn-Marguerite R.	NORTHWESTERN - Revised In-House Opinion
1149	ACP/AMP	Attachment	12/19/2002				NOR - Redlined Inhouse Opinion.doc
1150	ACP/AMP	Email	12/18/2002	Dietrich-Alan	Smook-Karen	melissaschwartz@paulhastings.com	Closing Documents
1151	ACP/AMP	Attachment	12/18/2002				CSFB Credit Facility Opinion December.doc
1152	ACP/AMP	Attachment	12/18/2002				Certification Dec Credit Facility.doc
1153	ACP/AMP	Attachment	12/18/2002				Credit Facility Secretary Certificate.doc
1154	ACP/AMP	Email	3/8/2003	Tyras-Jonathan C.	Orme-Kipp; Charters-John; Atkinson-Tim; Fresia-Rick; Clark-Lorrie; Hanson-Mike; Young-Michael; Monaghan-David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Giese-Deborah; Kiewer-Kendall; Fonss-Chris; Jacobsen-Eric; Dietrich-Alan; Schrum-Roger; Snella-Marty; Younger-Chris; Nieman-Michael L	Brook-Gary; Hyland-Richard; Pollock-Thomas R.; Roof-Becky; Smook-Karen; Kline-Scott C.; Polacek-Steven L. (US - Minneapolis); Bruce I. Smith (E-mail); mitchaeldevos@northwestern.com; Ng-curt.kauffman@bluedomail.com; Lydic-Tammy	Revised draft of Form 10-K
1155	ACP/AMP	Attachment	3/8/2003				NOR 2002 Form 10-K(v9).DOC
1156	ACP/AMP	Attachment	3/8/2003				blackline 10K.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1157	ACP/AMP	Email	3/20/2003	Tyras-Jonathan C.		Orme-Kipp, Jacobsen-Eric; Charters-John; Atkinson-Tim; Fresia-Rick; Clark-Lionie; Hanson-Mike (CEO); Young-Michael (Legal); Monaghan-David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Griese-Deborah; Kiewer-Kendall; Fors-Chris; Dietrich-Alan; Schunn-Roger; Sheila-Mary; Younger-Chris; Nieman-Michael L.	Revised draft of Form 10-K NOR 2002 Form 10-K(v17).DOC blackline 10-K.DOC
1156	ACP/AMP	Attachment	3/20/2003		Monaghan-David A; Dietrich-Alan; melissaschwartz@paulhasings.com; jontyras@paulhasings.com		RE: RE: CSFB CREDIT AGREEMENT - Draft Schedules
1159	ACP/AMP	Attachment	3/20/2003				Schedule Redline.doc
1160	ACP/AMP	Email	12/16/2002	Nieman-Michael L.			FW: NorthwesternCSFB Credit Agreement - Draft Schedules and Certificates
1161	ACP/AMP	Attachment	12/16/2002				Draft NOR Closing Certificate.doc
1162	ACP/AMP	Email	12/16/2002	Dietrich-Alan	melissaschwartz@paulhasings.com		NOR Secretary Certificate.doc
1163	ACP/AMP	Attachment	12/14/2002				
1164	ACP/AMP	Attachment	12/14/2002				
1165	ACP/AMP	Attachment	12/16/2002				
1166	ACP/AMP	Email	12/14/2002	Knaap-Tom	Schwartz-Melissa C.; Dietrich-Alan; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patriza-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyras-Jonathan C.	RE: CSFB Credit Agreement - Draft Schedules redlineCSFB.doc
1167	ACP/AMP	Attachment	12/14/2002				
1168	ACP/AMP	Email	12/14/2002	Schwartz-Melissa C.	Dietrich-Alan; Knaap-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patriza-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyras-Jonathan C.	CSFB Credit Agreement - Draft Schedules Schedule Redline.doc
1169	ACP/AMP	Attachment	12/14/2002				
1170	ACP/AMP	Email	12/13/2002	Dietrich-Alan	Knaap-Tom; Young-Michael; Nieman-Michael L.	thomaspollock@paulhasings.com; melissaschwartz@paulhasings.com; kevinconboy@paulhasings.com	FW: CSFB Credit Agreement - Draft Schedules Credit Agreement #71342a vR17.rtf
1171	ACP/AMP	Attachment	12/13/2002				CreditAgreementDiscSchedules.doc
1172	ACP/AMP	Attachment	12/13/2002				
1173	ACP/AMP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Knaap-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patriza-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyras-Jonathan C.	CSFB Credit Agreement - Draft Schedules clean.doc
1174	ACP/AMP	Attachment	12/13/2002				redline.doc
1175	ACP/AMP	Attachment	12/13/2002				
1176	ACP/AMP	Email	12/14/2002	Schwartz-Melissa C.	wpp@pearce-durck.com; wpppear@bis.mtbo.net	Dietrich-Alan; Conboy-Kevin	Discussion of Draft CSFB Credit Agreement
1177	ACP/AMP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Knaap-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patriza-Charles; Hong-Jennifer L.; Rushion-Lisa K.; Tyras-Jonathan C.	RE: CSFB Credit Agreement - Draft Schedules

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1178	ACP/AWP	Email	12/13/2002	Conboy-Kevin	Dietrich-Alan		FW: NW 2002 Credit Facility - First Draft of Credit Agreement
1179	ACP/AWP	Attachment	12/13/2002				Credit Agreement #713424 v4 DOC
1180	ACP/AWP	Email	12/13/2002	Schwartz-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan; Nieman-Michael L.	Conboy-Kevin; Pollock-Thomas R.; Patrizia-Charles; Tyas-Jonathan C.	CSFB Credit Agreement - Draft Schedules schedules.doc
1181	ACP/AWP	Attachment	12/13/2002				
1182	ACP/AWP	Email	11/8/2002	McCartick-James	Cantor-Jonathan; Lapante-Robert	Alta Yen (E-mail); Miller-Richard A.; William J. Smith (E-mail); Knapp-Tom; Irving-Eucild A.; Short-Andrew M.; Sachs-Omri; McGrady-Sean H.; JeanneGmond@reedsmith.com; Manon-Michael P.; Nieman-Michael L.; Dietrich-Alan; Alan L. Karel (E-mail)	RE: NorthWestern Energy Revised Comments to Paul, Hastings Tax Opinion
1183	ACP/AWP	Email	11/8/2002	Thibode-Kimberly	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom	Irving-Eucild A.; Voytek-Michael	Draft Officer's Certificate and Legal Opinion
1184	ACP/AWP	Attachment	11/8/2002				Officer's Certificate(v1).DOC
1185	ACP/AWP	Attachment	11/8/2002	Dietrich-Alan	Sachs-Omri	Knapp-Tom	Legal Opinion(v1).DOC
1186	ACP/AWP	Email	11/6/2002				Options
1187	ACP/AWP	Attachment	11/5/2002				LetterTemplate2002adp.doc
1188	ACP/AWP	Attachment	11/5/2002				LetterTemplate2002adp2.doc
1189	ACP/AWP	Attachment	11/5/2002				LetterTemplate2002adp3.doc
1190	ACP/AWP	Attachment	11/5/2002				LetterTemplate2002adp4.doc
1191	ACP/AWP	Email	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom	Revised Regulation
1192	ACP/AWP	Email	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom; Patrizia-Charles	RE: FEEO Securities Application
1193	ACP/AWP	Attachment	10/29/2002				MPC Restructuring Res DOC
1194	ACP/AWP	Email	3/16/2003	Knapp-Tom	Dietrich-Alan		FW: Comments on Revised draft 10K
1195	ACP/AWP	Email	3/16/2003	Patrizia-Charles	Dietrich-Alan		FW: Comments on Revised draft 10K
1196	ACP/AWP	Email	3/17/2003	Dietrich-Alan	Knapp-Tom		NOR Form 10-K(v6) DOC
1197	ACP/AWP	Attachment	3/17/2003				
1198	ACP/AWP	Attachment	3/15/2003				Blackline 10-K DOC
1199	ACP/AWP	Email	3/15/2003	Tyas-Jonathan C.	Orme-Kipp; Jacobsen-Eric; Charles-John; Atkinson-Tim; Fresia-Rick; Clark-Lonnie; Hanson-Mike; Young-Michael; Monaghan-David A.; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Griese-Deborah; Kiewer-Kendall; Forns-Chris; Dietrich-Alan; Schunn-Roger; Shella-Mary; Younger-Chris; Nieman-Michael L.	Brook-Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Roof-Becky; Snook-Karen; Sinder-Mark; Devoe-Michael; Ng-Emile; Vesco-Eliane A.; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pollock-Thomas R.; Della Grotta-John F.; Kline-Scott C.; Zupone-Michael; Morrow-Donald L.; Reding-John A.; Rushton-Lisa K.; Hong-Jennifer L.; Patrizia-Charles; Conboy-Kevin; Feldstein-Hydee R.; Austin-Jesse; Barcella-E-Lawrence; Polacek-Steven L.; Ayres-Craig; Cotton-Jeff; Hare-Brett; Hoffman-Carl	Revised draft of Form 10-K
1200	ACP	Email	2/14/2002	Young-Michael	Kline-Scott C.; Dietrich-Alan	Saks-Scott R.; Davis-G. Eric	RE: NorthWestern Corp. Business Section Redraft v7 DOC
1201	ACP/AWP	Email	2/26/2002	Dietrich-Alan	Jacobsen-Eric		Revised Gas Operations Section
1202	AWP	Attachment	2/26/2002				Gas Operations.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1203	ACP	Email	3/1/2002	Jacobsen-Eric	Thomas (Tom) R. Pollock (E-mail)	William (Bill) F. Schwiter (E-mail); Bus-Joyynn; Orme-Kipp; Dietrich-Alan; Young-Michael (Corporate)	FW: MD&A REMINDER MD&A Draft 2_26.doc
1204	ACP/AWP	Attachment	2/28/2002				
1205	ACP	Email	3/1/2002	Pollock, Thomas R.	Jacobsen-Eric	Schwiter-William F.; Bus-Joyynn; Orme-Kipp; Dietrich-Alan; Young-Michael (Corporate)	RE: MD&A REMINDER
1206	ACP	Email	3/4/2002	Davis, G. Eric	Dietrich-Alan; Jacobsen-Eric	Kipp; Dietrich-Alan; Young-Michael (Corporate)	FW: NorthWestern Bond10-K Time Line v2.XLS
1207	ACP/AWP	Email	3/5/2002	Kline-Scott C.	Dietrich-Alan; Jacobsen-Eric	Kline-Scott C.	RE: NorthWestern Bond10-K Time Line v2.XLS
1208	ACP/AWP	Email	3/5/2002	Pollock, Thomas R.	Jacobsen-Eric; Dietrich-Alan		NorthWestern 10-K Time Line v2.XLS
1209	ACP/AWP	Attachment	3/5/2002				NorthWestern Bond10-K Time Line v2.XLS
1210	ACP/AWP	Email	3/28/2002	Niemann-Michael L.	Dietrich-Alan		RE: Form 10-K -March 2001
1211	ACP/AWP	Email	3/28/2002	Tyras, Jon	Bus-Joyynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K405 Proof Attachments
1212	ACP/AWP	Attachment	3/28/2002				J3056C2S02_17 proof.pdf
1213	ACP/AWP	Attachment	3/28/2002				J3056C2S02_17 proof.htm
1214	ACP/AWP	Email	4/1/2002	Bus-Joyynn	scotline@paulstasings.com; Young-Michael; Dietrich-Alan	Evans-Liz; Lydic-Tammy; Dawn Dexter (E-mail); Jody Oibrantz (E-mail)	FW: ACCEPTED FORM TYPE 10-K405 (0001104659-02-001256)
1215	ACP/AWP	Email	4/1/2002	Orme-Kipp	Bus-Joyynn	Dietrich-Alan; Whitesel-Kurt; Young-Michael; Jacobsen-Eric	RE: NorthWestern Corporation 10-K405 Proof Files
1216	ACP/AWP	Email	4/1/2002	Pollock-Thomas R.	Kline-Scott C.; Dietrich-Alan		Re: NorthWestern 10-K
1217	ACP/AWP	Email	4/1/2002	Tyras, Jon	Bus-Joyynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K405 Proof Files
1218	ACP/AWP	Attachment	4/1/2002				Attached draft Form 10-K
1219	ACP/AWP	Attachment	4/1/2002				Attached draft Form 10-K
1220	ACP/AWP	Email	4/1/2002	Kline-Scott C.	Pollock-Thomas R.; Dietrich-Alan		NorthWestern 10-K
1221	ACP/AWP	Email	4/1/2002	Tyras, Jon	Bus-Joyynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K405 Proof Files
1222	ACP/AWP	Attachment	4/1/2002				Attached draft Form 10-K
1223	ACP/AWP	Attachment	4/1/2002				Attached draft Form 10-K
1224	ACP/AWP	Email	10/8/2002	Smook-Karen	Ng-Ernie; Schrum-Roger; Dietrich-Alan		8-K
1225	ACP/AWP	Attachment	10/8/2002				10-08-02 NOR equity - UA 8-K(V1).DOC
1226	ACP/AWP	Email	11/8/2002	Jacobsen-Eric	Whitesel-Kurt; Dietrich-Alan; Hanson-Mike (CEO); Monaghan-David A; Young-Michael; Charney-John; Fresia-Rick; Alkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark; Devoe-Michael		FW: Disclosure Comm & Sarbanes Oxley (NOR 452810-452811)
1227	ACP/AWP	Attachment	11/8/2002			Orme-Kipp	1 - Disc Comm Intro Memo 11.8.02.doc
1228	ACP/AWP	Attachment	11/8/2002				2 - Disclosure Controls and Procedures (FINAL).DOC
1229	ACP/AWP	Attachment	11/8/2002				3 - Disc Comm & Sub Comm Org Chart(V1).PPT
1230	ACP/AWP	Attachment	11/8/2002				4 - Disc Comm Timeline 3rd Qtr 10-Q 2002 (FINAL).DOC
1231	ACP/AWP	Attachment	11/8/2002				5 - Prior Report 10-QA 6.30.02.PDF

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1232	ACP/AMP	Email	11/9/2002	Whitesel-Kurt	Orme-Kipp; Bruce Smith; Gary Drock; Hyland-Richard; Jerry Johnson; Larry Ness; Lewis-Merie; Marilyn Seymann; Randy Darcy; Jacobsen-Eric; Dietrich-Alan; Hanson-Mike; Monaghan-David A; Young-Michael; Charters-John; Fresia-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark; Hoffman-Citiff; Pollock-Steven L.; Arends-Craig; Pollock-Thomas R.	Smook-Karen; Candy Boul; Diane Dutcher; Irene Feilner; Peg Richter; Suzanne Burton; Fornash-Barbara; Dewey-Irene	NorthWestern 3rd Quarter 10Q Working Draft 2002 10Q September.doc
1233	ACP/AMP	Attachment	11/9/2002	Whitesel-Kurt			
1234	ACP/AMP	Email	11/12/2002	Smook-Karen	Jacobson-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	Memos and Certifications to Disclosure Committee and Sub-Co Attached email from Nicole Gerrard re: delivery of corporate documents
1235	ACP/AMP	Attachment	11/12/2002		Jacobson-Eric; Orme-Kipp; Dietrich-Alan; Hanson-Mike (CEO); Monaghan-David A; Young-Michael; Charters-John; Fresia-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark		
1236	ACP/AMP	Email	11/12/2002	Whitesel-Kurt	Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnyder@ebdaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Pollock-Steven L.; Arends-Craig; Pollock-Thomas R.; Whitesel-Kurt; Dietrich-Alan	Candy Boul; Peg Richter; Lewis-Merie; Hyland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	Updated 10Q
1237	ACP/AMP	Email	11/12/2002	Orme-Kipp	Jacobson-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	3rd Quarter 10Q Disclosure Review Meetings (Revised) Memos and Certifications to Disclosure Committee and Sub-Committees
1238	ACP/AMP	Email	11/12/2002	Smook-Karen	Jacobson-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	Attached email from Nicole Gerrard re: delivery of corporate documents
1239	ACP/AMP	Attachment	11/12/2002		Jacobson-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan		Revision 2 - Memos and Certifications to Disclosure Committee and Sub-Committees
1240	ACP/AMP	Email	11/12/2002	Smook-Karen	Jacobson-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	Attached email from Nicole Gerrard re: delivery of corporate documents
1241	ACP/AMP	Attachment	11/12/2002				
1242	ACP/AMP	Email	11/12/2002	Whitesel-Kurt	Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnyder@ebdaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Pollock-Steven L.; Arends-Craig; Pollock-Thomas R.; Dietrich-Alan	Candy Boul; Peg Richter; Lewis-Merie; Hyland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	RE: 3rd Quarter 10Q Disclosure Review Meetings 2002 10Q September v3 redline.doc 2002 10Q September v2 clean.doc 2002 10Q September v3 clean.doc 2002 10Q September v2 redline.doc
1243	ACP/AMP	Attachment	11/12/2002				
1244	ACP/AMP	Attachment	11/12/2002				
1245	ACP/AMP	Attachment	11/12/2002				
1246	ACP/AMP	Attachment	11/12/2002				
1247	ACP/AMP	Email	11/13/2002	Smook-Karen	Jacobson-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	V3-Memos and Certifications to Disclosure Committee and Sub-Committees O-email from PHJW (Revised) v3.doc
1248	ACP/AMP	Attachment	11/13/2002				
1249	ACP/AMP	Attachment	11/13/2002				7-NOR Memo ERL, Orme, Whitesel, Dietrich (Revised) v3.DOC
1250	ACP/AMP	Attachment	11/13/2002				8-NOR Disclosure ERL, Orme, Whitesel, Dietrich (Revised) v3.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1251	ACP/AWP	Attachment	11/13/2002				12-Disclosure Controls & Procedures Policy (Revised) v3.DOC
1252	ACP/AWP	Attachment	11/13/2002				13-Memo Timeline to prepare 10-Q ended 093002 (revised) v3.DOC
1253	ACP/AWP	Attachment	11/13/2002				13-Organizational Chart-Disclosure Committee (revised) v3.PPT
1254	ACP/AWP	Email	11/13/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devore-Michael; msunder@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L. (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottkline@paulstasings.com	Candy Boud; Peg Richter; Lewis-Merie; Hyland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F.; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	Updated 10Q filing 2002 10Q September v4 clean.doc 2002 10Q September v4 redline.doc
1255	ACP/AWP	Attachment	11/13/2002				
1256	ACP/AWP	Attachment	11/13/2002				
1257	ACP/AWP	Email	11/14/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devore-Michael; msunder@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L. (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottkline@paulstasings.com	Candy Boud; Peg Richter; Lewis-Merie; Hyland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F.; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	RE: Updated 10Q filing - Redline Update
1258	ACP/AWP	Email	11/14/2002	Whitesel-Kurt	Whitesel-Kurt; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devore-Michael; msunder@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan	Final Draft Comments
1259	ACP/AWP	Email	11/14/2002	Jacobsen-Eric	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devore-Michael; msunder@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael	Orme-Kipp; Dietrich-Alan	RE: Final Draft Comments
1260	ACP/AWP	Email	11/14/2002	Charters-John	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devore-Michael; msunder@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L. (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottkline@paulstasings.com	Candy Boud; Peg Richter; Lewis-Merie; Hyland-Richard; Jacobsen-Eric; Bohrer-Corinne; Smook-Karen; Wilcox-Joyce F.; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	RE: Updated 10Q filing - Redline Update
1261	ACP/AWP	Attachment	3/29/2002				Draft 2001 Form 10-K
1262	ACP/AWP	Attachment	3/29/2002				Draft 2001 Form 10-K
1263	ACP/AWP	Attachment	3/29/2002				Draft 2001 Form 10-K
1264	ACP/AWP	Attachment	3/29/2002				Draft 2001 Form 10-K
1265	ACP/AWP	Attachment	4/1/2002				Draft 2001 Form 10-K
1266	ACP/AWP	Attachment	4/1/2002				Draft 2001 Form 10-K
1267	ACP/AWP	Attachment	5/30/2003				2002 10Q September.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1288	ACP/AMP	Attachment	5/30/2003				2002 100 September v3 clean.doc
1289	ACP/AMP	Attachment	5/30/2003				2002 100 September v3 redline.doc
1270	ACP/AMP	Attachment	5/30/2003				2002 100 September v2 clean.doc
1271	ACP/AMP	Attachment	5/30/2003				2002 100 September v2 redline.doc
1272	ACP/AMP	Attachment	5/30/2003				2002 100 September v4 clean.doc
1273	ACP/AMP	Attachment	5/30/2003				2002 100 September v4 redline.doc
1274	ACP/AMP	Email	6/20/2003	Dietrich-Alan	nicolegerard@paulhasings.com		September 30, 2002 Disclosure Committee emails
1275	ACP/AMP	Email	7/14/2003	Knappp-Tom	VanCamp-John; Dietrich-Alan; Ng-Emile		FW: Replacement of Quij's Trustees
1276	ACP/AMP	Attachment	7/14/2003				Appointment of Adrian Trustees Montana Power Capital I - Dietrich, Van Camp, Ng(v1).DOC
1277	ACP/AMP	Attachment	7/14/2003				Resignation of Admin Trustees of Montana Power Capital I - Orme, Whitesel, Jacobsen(v1).DOC
1278	ACP/AMP	Attachment	7/14/2003				Amendment of Trust Agreement Montana Power Capital I - Orme, Whitesel, Jacobsen TO Dietrich, Van Camp, Ng(v1).DOC
1279	ACP/AMP	Attachment	7/14/2003				Letter to M. Lewicki re replacement of Admin Trustees Montana Power Capital I - Orme, Whitesel, Jacobsen TO Dietrich, Van Camp, Ng(v1).DOC
1280	ACP/AMP	Email	4/6/2003	Kline-Scott C.	Orme-Kipp; Jacobsen-Eric; Charters-John; Atkinson-Tim; Fresia-Rick; Clark-Lonnie; Hanson-Mike (CEO); Young-Michael; Monaghan-David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Giese-Deborah; Kilewer-Kendall; Forness-Chris; Dietrich-Alan; Schrum-Roger; Snella-Mary; Younger-Chris; Nieman-Michael L	Brook-Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Roof-Becky; Smoak-Karen; Snider-Mark; Devoe-Michael; Ng-Emile; Vesco-Elaine A; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pollock-Thomas R.; Della Grotta-John F.; Zappone-Michael; Morrow-Doraid L.; Reding-John A.; Rushton-Lisa K.; Hong-Jennifer L.; Patricia-Charles; Conboy-Kevin; Feldstein-Hydee R.; Austin-Jesse; Barcola-E; Lawrence; Schwartz-Melissa C.; Polacek-Steven L.; Ayends-Craig; Cotton-Jeff; Hare-Brett; Hoffman-Clt; Tyas-Jonathan C.	April 5 Revised draft of Form 10-K NOR - 2002 Form 10-K(v3).DOC NOR - 2002 Form 10-K(vdoc).DOC
1281	ACP/AMP	Attachment	4/6/2003				RE: Proposed Memos to Accompany Resolutions for NOR Board Mtg
1282	ACP/AMP	Attachment	4/6/2003				
1283	ACP/AMP	Email	7/31/2002	Jacobsen-Eric	Dietrich-Alan		Proposed Memos to Accompany Resolutions for NOR Board Mtg
1284	ACP/AMP	Email	7/30/2002	Dietrich-Alan	Jacobsen-Eric; Forness-Barbara	scottkline@paulhasings.com; danielwhitesel@paulhasings.com; michaelvoylek@paulhasings.com; scottkline@paulhasings.com	Proposed Memos to Accompany Resolutions for NOR Board Mtg
1285	ACP/AMP	Attachment	7/30/2002				QUPsMemo.doc
1286	ACP/AMP	Attachment	7/30/2002				MPC RestructuringMemo.doc
1287	ACP/AMP	Email	7/25/2002	Saks-Scott R.	Dietrich-Alan; Jacobsen-Eric		NorthWestern QUPs Resolutions
1288	ACP/AMP	Attachment	7/25/2002				NorthWestern Resolutions(v2).DOC
1289	ACP	Email	3/28/2001	Urnica-Lori	Dietrich-Alan		Form 10-K

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1290	ACP	Attachment	3/28/2001				Revised Form 10-K.doc
1291	ACP/AWP	Email	3/7/2001	Dietrich-Alan	Young-Michael	Uriniko-Lori	10-K Redline - Further Revision
1292	ACP/AWP	Attachment	3/7/2001				2001 Form 10KADDCComments.doc
1293	ACP/AWP	Attachment	3/7/2001				FlightsAmend.doc
1294	ACP/AWP	Email	5/21/2003	Dietrich-Alan	Thomas Pollock (E-mail); scottline@paulhastings.com	Jacobsen-Eric	Draft Resolution
1295	ACP/AWP	Attachment	5/21/2003				UWC TrustPref.doc
1296	ACP/AWP	Email	5/21/2003	Schnum-Roger	Drook-Gary; Jacobsen-Eric; Dietrich-Alan	thomaspollock@paulhastings.com; imread@gaviranderson.com; dthorrs@gaviranderson.com	Draft News Release
1297	ACP/AWP	Attachment	5/21/2003				June 3 Release.doc
1298	ACP/AWP	Email	5/21/2003	Kline-Scott C.	Dietrich-Alan	Pollock-Thomas R.; Saks-Scott R.	TOPS and QUIPs interest resolution and press release
1299	ACP/AWP	Email	5/21/2003	Dietrich-Alan	Drook-Gary	Orme-Kipp; Jacobsen-Eric	Trust Preferences
1300	ACP/AWP	Email	5/21/2003	Kline-Scott C.	Dietrich-Alan; Saks-Scott R.		TOPS and QUIPs interest
1301	ACP/AWP	Attachment	5/21/2003				UWC TrustPref Div Deferral.doc
1302	ACP/AWP	Email	5/22/2003	Schnum-Roger	Dietrich-Alan		Current Draft
1303	ACP/AWP	Email	5/22/2003	Dietrich-Alan	Jacobsen-Eric	Thomas Pollock (E-mail); scottline@paulhastings.com	Board Resolution
1304	ACP/AWP	Email	5/22/2003	Kline-Scott C.	Dietrich-Alan	Saks-Scott R.; Pollock-Thomas R.	UWC Re: interest on TOPPS
1305	ACP/AWP	Attachment	5/22/2003				UWC TrustPref Div Deferral - 2.doc
1306	ACP/AWP	Email	5/22/2003	Dietrich-Alan	Jacobsen-Eric		FW: UWC Re: interest on TOPPS
1307	ACP/AWP	Email	5/22/2003	Kline-Scott C.	Schnum-Roger	Pollock-Thomas R.; Jacobsen-Eric; Dietrich-Alan	TOPPS Draft Press Release
1308	ACP/AWP	Attachment	5/22/2003				June 3 Draft Release
1309	ACP/AWP	Email	5/22/2003	Dietrich-Alan	Drook-Gary; marljin@monelc.com; randy.darcy@genmills.com; jerry@cbo.gov; ireess@firstakota.com; lframakers@bellsouth.net; bsrnith@glawfirm.com	Orme-Kipp; Jacobsen-Eric; Schnum-Roger; Thomas Pollock (E-mail); suzette@monelc.com; diane.dutcher@genmills.com	Discussion of Draft Resolution Concerning Trust Preferences
1310	ACP/AWP	Attachment	5/22/2003				Analysis on NOH Liquidity by David Kurtz
1311	ACP/AWP	Email	5/22/2003	Schnum-Roger	Drook-Gary; Jacobsen-Eric; Austin-Bill; Orme-Kipp	thomaspollock@paulhastings.com; scottline@paulhastings.com; jonthras@paulhastings.com; imread@gaviranderson.com; Dietrich-Alan	Final Draft May 23 News Release
1312	ACP/AWP	Attachment	5/22/2003				May 23 draft Release.doc
1313	ACP	Email	7/17/2002	Patrizia-Charles	Dietrich-Alan		FW: Northwestern Energy LLC QUIPs issues
1314	ACP/AWP	Email	12/17/2002	Schwartz-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan	Conboy-Kevin	NORTHWESTERN - Open Items for CSFB Credit Agreement Closing
1315	ACP/AWP	Attachment	12/17/2002				Draft Closing Certificate.doc
1316	ACP/AWP	Attachment	12/17/2002				NW 2002 Credit Facility - Form of Compliance Certificate. #718957.DOC
1317	ACP/AWP	Email	12/16/2002	Nieman-Michael L.	Schwartz-Melissa C.; Monaghan-David A; Dietrich-Alan; Tyras-Jonathan C.	Orme-Kipp; Jacobsen-Eric	RE: RE: CSFB Credit Agreement - Draft Schedules - Investments 6-8
1318	ACP/AWP	Attachment	12/16/2002				Schedule 6-8 Investments - 121602 Draft.doc
1319	ACP/AWP	Email	12/16/2002	Nieman-Michael L.	Schwartz-Melissa C.; Tyras-Jonathan C.; Dietrich-Alan	Orme-Kipp; Jacobsen-Eric	RE: NORTHWESTERN/CSFB Credit Agreements - Revised Draft Schedules - schedule 6-6
1320	ACP/AWP	Attachment	12/16/2002				Schedule 6-6 Guarantee Obligations - 12-16-02 Draft.doc

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1321	ACP	Email	12/16/2002	Schwartz-Melissa C.	Niemann-Michael L.; Monaghan-David A.; Dietrich-Alan; Tyras-Jonathan C.		RE: RE: CSFB Credit Agreement - Draft Schedules
1322	ACP	Email	12/16/2002	Monaghan-David A	Niemann-Michael L.; Dietrich-Alan; melissaschwartz@paulhasings.com; jontyras@paulhasings.com		RE: RE: CSFB Credit Agreement - Draft Schedules
1323	ACP	Email	12/14/2002	Dietrich-Alan	Niemann-Michael L.; melissaschwartz@paulhasings.com; jontyras@paulhasings.com	Dietrich-Alan	FW: RE: CSFB Credit Agreement - Draft Schedules
1324	ACP/AWP	Email	12/14/2002	Schwartz-Melissa C.	leo@bkh.com; stan@bkh.com	Dietrich-Alan; Corboy-Kevin	Discussion of Draft Northwestern Credit Agreement NW Redline.doc
1325	ACP/AWP	Attachment	12/14/2002				
1326	ACP	Email	12/14/2002	Niemann-Michael L.	Dietrich-Alan; melissaschwartz@paulhasings.com; jontyras@paulhasings.com; Monaghan-David A		RE: CSFB Credit Agreement - Draft Schedules
1327	ACP	Email	12/14/2002	Schwartz-Melissa C.	Dietrich-Alan		FW: RE: CSFB Credit Agreement - Draft Schedules
1328	ACP	Email	4/17/2002	Buus-Joylynn	Jacobson-Eric; Young-Michael (Corporate); Dietrich-Alan	'scottkline@paulhasings.com'	Proposed Subsidiary Listing for 10-K/A
1329	ACP/AWP	Attachment	4/17/2002				Draft Exhibit 21 to 10K - List of Subsidiaries
1330	ACP/AWP	Email	4/17/2002	Kline-Scott C.	Dietrich-Alan		Draft Addt Exhibit 21 to 10-K
1331	ACP/AWP	Email	4/18/2002	Buus-Joylynn	Orme-Kipp; Niemann-Michael L.; Jacobson-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhasings.com; Craig Arends	Draft Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1332	ACP/AWP	Attachment	4/18/2002				Draft Exhibit 12 to 10-K
1333	ACP/AWP	Email	4/18/2002	Buus-Joylynn	Orme-Kipp; Jacobson-Eric; Young-Michael; Dietrich-Alan; Whitesel-Kurt; Niemann-Michael L.	Craig Arends	FW: Northwestern Corporation 10-K/A Proof Files J3383C2502_4_proof.pdf
1334	ACP/AWP	Attachment	4/18/2002				J3383C2502_4_proof.pdf
1335	ACP/AWP	Attachment	4/18/2002				
1336	ACP/AWP	Email	4/18/2002	Niemann-Michael L.	Orme-Kipp; Buus-Joylynn; Jacobson-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhasings.com; Craig Arends	RE: Draft Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1337	ACP/AWP	Email	4/18/2002	Orme-Kipp	Buus-Joylynn; Niemann-Michael L.; Jacobson-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhasings.com; Craig Arends	RE: Draft Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1338	ACP/AWP	Email	4/19/2002	Buus-Joylynn	Orme-Kipp; Niemann-Michael L.; Jacobson-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhasings.com; Craig Arends	RE: Draft Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1339	ACP	Email	5/23/2003	Kline-Scott C.	Drook-Gary; Jacobson-Eric	Saks-Scott R.; Dietrich-Alan; Pollock-Thomas R.; Tyras-Jonathan C.	Discussion of legal documents to be prepared in relation to TOPS and OUIPs Trusts
1340	ACP/AWP	Email	7/9/2002	Dietrich-Alan	Jacobson-Eric; Orme-Kipp		FW: Draft 10K/A for Northwestern Energy
1341	ACP/AWP	Attachment	7/8/2002				Draft NOR cover letter to directors re MPC's 10-K A(v1).DOC
1342	ACP/AWP	Attachment	7/8/2002				NORTHWESTERN ENERGY -- 10-K A (July 2002)(v2).DOC
1343	ACP/AWP	Email	7/8/2002	Wheeler-Daniel F.	Dietrich-Alan	Kline-Scott C.	Draft 10K/A for Northwestern Energy
1344	AWP	Attachment	12/27/2002				Dec1202 NOR Board of Directors Draft Minutes
1345	ACP	Email	3/22/2002	Davis-G, Eric	Dietrich-Alan	Kline-Scott C.	Legal discussion of CSFB credit facility documents
1346	ACP	Email	3/20/2002	Dietrich-Alan	Jacobson-Eric	Young-Michael; Pollock-Thomas R.; Davis-G, Eric	Discussion of terms of CSFB credit facility
1347	ACP	Email	3/20/2002	Kline-Scott C.	Dietrich-Alan	Young-Michael; Pollock-Thomas R.; Davis-G, Eric	Discussion of terms of CSFB credit facility
1348	ACP	Email	3/20/2002	Kline-Scott C.	Dietrich-Alan	Pollock-Thomas R.; Tyras-Jonathan C.; Corboy-Kevin; Lopaeh-Dennis	Discussion of terms of CSFB credit facility
1349	ACP	Email	12/18/2002	Hong-Jennifer L.	Kline-Scott C.; Jacobson-Eric; Dietrich-Alan		RE: NOR - 2002 Senior Credit Facility Resolutions_v2.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1350	ACP	Email	12/16/2002	Kline-Scott C.	Dietrich-Alan; Jacobsen-Eric	Pollock-Thomas R.; Tyas-Jonathan C.	Draft CSFB facility resolutions
1351	AWP	Attachment	12/16/2002				Attached draft December 2002 board resolutions
1352	ACP	Email	12/16/2002	Kline-Scott C.	Dietrich-Alan; dietrich1523@msn.com		NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1353	ACP	Attachment	12/18/2002	Schwartz-Melissa C.			NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1354	ACP	Email	12/17/2002	Schwartz-Melissa C.	Smook Karen	Dietrich-Alan; Conboy-Kevin	Legal opinion on CSFB credit facility
1355	ACP	Email	12/17/2002	Kline-Scott C.	Jacobsen-Eric; Dietrich-Alan	Pollock-Thomas R.; Tyas-Jonathan C.; Conboy-Kevin; Hong-Jennifer L.	NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1356	ACP	Email	12/17/2002	Kline-Scott C.	Dietrich-Alan; Jacobsen-Eric	Pollock-Thomas R.; Tyas-Jonathan C.; Conboy-Kevin; Hong-Jennifer L.	Draft CSFB Senior Credit Facility Resolutions
1357	ACP	Attachment	12/17/2002				NOR - 2002 Senior Credit Facility Resolutions Draft
1358	ACP	Attachment	12/17/2002				Redline.doc
1359	ACP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan	Conboy-Kevin	Legal opinion on CSFB credit facility
1360	ACP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan	Conboy-Kevin	Legal opinion on CSFB credit facility
1361	ACP	Email	12/13/2002	Dietrich-Alan	Schwartz-Melissa C.	Kevinconboy@paulhastings.com; Haeder-Donna; amydejong@northwestern.com; Dietrich-Alan; Coleman-Patrick	RE: legal opinion on CSFB credit facility
1362	ACP	Email	12/13/2002	Neman-Michael L.	Schwartz-Melissa C.; Orme-Kipp; Jacobsen-Eric; Dietrich-Alan	Conboy-Kevin; Pollock-Thomas R.; Patriza-Charles; Tyas-Jonathan C.	RE: CSFB CREDIT AGREEMENT - Draft Schedules
1363	ACP	Attachment	12/13/2002	Conboy-Kevin		Jacobsen-Eric	Attached draft disclosure schedules to credit agreement
1364	ACP	Email	12/13/2002	Schwartz-Melissa C.	Ron Dupue	Dietrich-Alan	RE: legal opinion on CSFB credit facility
1365	ACP	Email	12/13/2002	Schwartz-Melissa C.	Ron Dupue	Dietrich-Alan	RE: Legal opinion on regulatory approval
1366	ACP	Email	12/13/2002	Schwartz-Melissa C.	rdupue@ccusa.net	Dietrich-Alan; Conboy-Kevin	RE: Legal opinion on CSFB credit facility
1367	ACP	Email	12/13/2002	Schwartz-Melissa C.			Discussion of legal opinion on CSFB credit facility
1368	ACP	Attachment	12/13/2002				Attached draft opinion letter by Paul Hastings to agent, arranger, co-arrangers and lenders
1369	ACP	Email	12/13/2002	Jacobsen-Eric	Schwartz-Melissa C.; Orme-Kipp; Dietrich-Alan; Neman-Michael L.	Conboy-Kevin; Pollock-Thomas R.; Patriza-Charles; Tyas-Jonathan C.; Knapp-Tom; Young-Michael	RE: CSFB Credit facility - Draft Schedules
1370	ACP	Email	9/12/2002	Haeder-Donna	Knapp-Tom; Neman-Michael P.; Lopach-Dennis; jennierhong@paulhastings.com; Corcoran-Patrick R	Coleman-Patrick; DeJong-Army; Dietrich-Alan	RE: Legal steps associated with going fiat transaction
1371	ACP	Email	11/14/2002	Decker-Jeffrey	scottkline@paulhastings.com; scottkline@paulhastings.com; Young-Michael; Herr-Glen; tips@traveler@hotmail.com	Dietrich-Alan	RE: Discussion of NOR name change after going fiat transaction
1372	ACP/AMP	Email	2/15/2002	Dietrich-Alan		Jacobsen-Eric	NOR 10-K draft
1373	ACP/AMP	Attachment	2/15/2002				10-K Draft 2002 DOC
1374	ACP/AMP	Email	2/14/2002	Dietrich-Alan	Herr-Glen (OOO)	Young-Michael	Draft 10-K
1375	AWP	Attachment	2/11/2002				Feb2002 Audit Committee draft minutes
1376	AWP	Attachment	3/8/2002				Feb2702 Audit Committee draft minutes
1377	AWP	Attachment	4/8/2002				Apr02 Audit Committee draft minutes
1378	ACP/AMP	Email	3/20/2002	Bus-Joylyn	Hyland-Richard; Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Young-Michael; Dietrich-Alan; Craig Arends (E-mail); Dave Olson (E-mail)		FW: NOR 10-K draft exhibit list

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1379	ACP/AVP	Attachment	3/20/2002		Thomas Pollock (E-mail); Jacobsen-Eric		NOR 10-K draft exhibit list
1380	ACP	Email	7/25/2003	Dietrich-Alan			Draft Minutes - July 15th NOR Board Mtg
1381	ACP	Email	2/17/2003	Dietrich-Alan		Jacobsen-Eric; Nieman-Michael L; Orme-Kipp	Internal Accounting Controls Memo (NOR 135865-135867; NOR 149263-149264; NOR 173136-173138; NOR 199851-199853; NOR 458213-458215)
1382	ACP	Attachment	9/5/2001				Form S-3 (9-5 Draft).doc
1383	ACP/AVP	Email	6/23/2003	Gerrard-Nicole	Jacobsen-Eric; Dietrich-Alan; Whitesel-Kurt	Kline-Scott C.	NOR Due Diligence Sessions Re 6/30/02 and 9/30/02 Form 10-Qs
1384	ACP/AVP	Attachment	6/23/2003				Memo re due diligence sessions for NORs 6-30-02 and 9-30-02 100s(v1).DOC
1385	ACP	Email	4/25/2002	Dietrich-Alan	Docker-Jeffrey		RE: Discussion of revisions to NWE 10K filing
1386	ACP	Email	3/28/2002	Kline-Scott C.	Dietrich-Alan		Draft NOR 10-K exhibits
1387	ACP	Email	9/23/2002	Dietrich-Alan	Lafave-Bleau		Discussion of MPC 10-K
1388	ACP	Email	4/3/2003	Knapp-Tom	Dietrich-Alan; Nolander-Jan; scottline@paulfastings.com	VanCamp-John	RE: Do we need to address this in the 10-K?
1389	ACP	Email	4/3/2003	Dietrich-Alan	Knapp-Tom; Nolander-Jan; scottline@paulfastings.com	VanCamp-John	RE: Do we need to address this in the 10-K?
1390	ACP	Email	4/3/2003	Nolander-Jan	Dietrich-Alan; Knapp-Tom; scottline@paulfastings.com		RE: Do we need to address this in the 10-K?
1391	ACP	Email	4/3/2003	Dietrich-Alan	Nolander-Jan; Knapp-Tom; scottline@paulfastings.com	VanCamp-John	RE: Do we need to address this in the 10-K?
1392	ACP	Email	4/2/2003	Knapp-Tom	Dietrich-Alan		FW: Do we need to address this in the 10-K?
1393	ACP	Email	4/3/2003	Dietrich-Alan	Knapp-Tom; scottline@paulfastings.com	Nolander-Jan	RE: Do we need to address this in the 10-K?
1394	ACP	Email	4/3/2003	Knapp-Tom	Dietrich-Alan; Nolander-Jan; scottline@paulfastings.com	VanCamp-John	RE: Do we need to address this in the 10-K?
1395	ACP	Email	4/3/2003	Knapp-Tom	Dietrich-Alan; Nolander-Jan; scottline@paulfastings.com		RE: Do we need to address this in the 10-K?
1396	ACP	Email	4/7/2002	Jacobsen-Eric	Orme-Kipp; Buss-Joylynn	VanCamp-John	RE: Do we need to address this in the 10-K?
1397	ACP	Email	1/9/2002	Jacobsen-Eric	Orme-Kipp; Buss-Joylynn	Dietrich-Alan; Whitesel-Kurt; Young-Michael	RE: Northwestern Corporation 10-K-405 Proof Files
1398	ACP/AVP	Email	3/21/2001	Dietrich-Alan	Young-Michael	Dietrich-Alan	RE: 2001 10-K Draft
1399	ACP/AVP	Attachment	3/21/2001		Urisko-Lori	Young-Michael	10-K Exhibit 21 Draft
1400	ACP	Email	3/26/2002	Kline-Scott C.	Buss-Joylynn	Dietrich-Alan	Draft Exhibit 21 to 10-K
1401	ACP	Email	3/26/2002	Kline-Scott C.	Buss-Joylynn	Dietrich-Alan	RE: Draft 10-K Exhibits
1402	ACP	Email	3/26/2002	Kline-Scott C.	Buss-Joylynn; Dietrich-Alan		Draft 10-K Exhibits
1403	ACP	Email	3/26/2002	Buss-Joylynn	Dietrich-Alan; scottline@paulfastings.com		RE: Draft 10-K
1404	ACP	Email	3/20/2002	Kline-Scott C.	Buss-Joylynn; Hyland-Richard; Jacobsen-Eric; Orme-Kipp; Young-Michael; Whitesel-Kurt; Dave Olson (E-mail); Dietrich-Alan		RE: Draft Form 10-K Draft
1405	ACP	Email	3/20/2002	Kline-Scott C.	Buss-Joylynn; Dietrich-Alan		RE: Draft NOR 10-K Exhibits
1406	ACP	Email	3/20/2002	Kline-Scott C.	Buss-Joylynn; Dietrich-Alan		Draft NOR 10-K Exhibits
1407	ACP	Email	3/20/2002	Dietrich-Alan	Young-Michael; Buss-Joylynn		RE: Draft Subsidiary List - 10-K
1408	ACP	Attachment	3/20/2002				Draft Subsidiary List - 10-K
1409	ACP	Email	3/20/2002	Young-Michael	Buss-Joylynn; Dietrich-Alan		Draft Subsidiary List - 10-K
1410	ACP	Email	4/19/2002	Buss-Joylynn	Orme-Kipp; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottline@paulfastings.com	RE: Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1411	ACP	Email	4/18/2002	Nieman-Michael L	Orme-Kipp; Buss-Joylynn; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottline@paulfastings.com	RE: Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges
1412	ACP	Email	4/18/2002	Orme-Kipp	Buss-Joylynn; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottline@paulfastings.com	RE: Addt Exhibit to 10-K/A: Ratio of earnings to fixed charges

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1413	ACP	Email	4/18/2002	Bus-Joylynn	Orme-Kipp; Nieman-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scotikline@paulfastings.com Craig Arends (E-mail)	Add Exhibit to 10-K/A. Ratio of earnings to fixed charges
1414	ACP	Attachment	4/18/2002				Draft Exhibit 12 to 10-K
1415	ACP	Email	7/12/2002	Orme-Kipp	Dietrich-Alan	Jacobsen-Eric	RE: LLC 10-K signatures question
1416	ACP	Email	7/11/2002	Kline-Scott C.	Dietrich-Alan		RE: LLC 10-K signatures question
1417	ACP	Email	7/11/2002	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	scotikline@paulfastings.com	FW: LLC 10-K signatures question
1418	ACP	Email	7/10/2002	Kline-Scott C.	Dietrich-Alan		LLC 10-K signatures question
1419	ACP/AWP	Email	3/17/2003	Dietrich-Alan	Nieman-Michael L.; Kiewer-Kendall; jontyras@paulfastings.com	Foot Becky; Orme-Kipp	10-K Comments - Expanets Section
1420	ACP/AWP	Email	3/18/2003	Dietrich-Alan	Nieman-Michael L.; Kiewer-Kendall; Young-Michael (Legal)		10-K Draft - Page 107 (Clean Copy, March 15th Draft)
1421	ACP/AWP	Email	3/17/2003	Krapp-Tom	Dietrich-Alan		RE: Revised draft of Form 10-K
1422	ACP	Email	3/17/2003	Dietrich-Alan	Nieman-Michael L.; jontyras@paulfastings.com		Jean Stiegemeier Warrant - Suggested Alternative Language for 10-K (page 34 of current non-redline draft)
1423	ACP	Email	3/17/2003	Nieman-Michael L.	Dietrich-Alan; jontyras@paulfastings.com		RE: Updated Language for 10-K
1424	ACP	Email	3/17/2003	Dietrich-Alan	Nieman-Michael L.	jontyras@paulfastings.com	RE: Updated Language for 10-K
1425	ACP	Email	3/17/2003	Dietrich-Alan	Nieman-Michael L.; jontyras@paulfastings.com		Updated Language for 10-K
1426	ACP	Email	8/6/2003	Dietrich-Alan	Newell-Daniel; Kennedy-Rob; Devore-Michael; Rausch-Dan; Younger-Chris; Clark-L; Orme; Vogliante-Reggie	Kiewer-Kendall; Nieman-Michael L.; Orme-Kipp; Jacobsen-Eric	Suggested 10-Q Language - Contractual Obligations
1427	ACP/AWP	Email	8/6/2003	Dietrich-Alan	Kiewer-Kendall; Nieman-Michael L.		10-Q Nebraska PSC Suggested Language
1428	ACP/AWP	Attachment	8/6/2003				Memo on suggested language in 10-Q
1429	ACP	Email	8/7/2003	Kennedy-Rob	Dietrich-Alan		RE: Suggested 10-Q Language - Contractual Obligations
1430	ACP	Email	8/7/2003	Dietrich-Alan	Kennedy-Rob		RE: Suggested 10-Q Language - Contractual Obligations
1431	ACP	Email	8/8/2003	Dietrich-Alan	Nieman-Michael L.; Whitesel-Kurt		Discussion of language to be included in 10 K about pension funding risk factor
1432	ACP/AWP	Email	5/12/2003	Dietrich-Alan	Kiewer-Kendall		RE: 10-Q draft version 3
1433	ACP/AWP	Attachment	5/9/2003				10-Q draft
1434	ACP	Email	4/8/2003	Kline-Scott C.	Dietrich-Alan		10-K draft
1435	ACP	Email	4/15/2003	Hyland-Richard	Dietrich-Alan	Jacobsen-Eric	RE: 10-K Signature Pages
1436	ACP	Email	4/11/2003	Kline-Scott C.	Dietrich-Alan		RE: NOR 10-K
1437	ACP	Email	4/15/2003	Dietrich-Alan	Thomas Pollock	Jacobsen-Eric	FW: 10-K Signature Pages
1438	ACP	Email	4/14/2003	Hyland-Richard	Dietrich-Alan	Jacobsen-Eric	RE: 10-K Signature Pages
1439	ACP	Email	4/14/2003	Dietrich-Alan	Jacobsen-Eric	Pollock, Thomas	FW: 10-K Signature Pages
1440	ACP	Email	4/14/2003	Pollock-Thomas R.	Dietrich-Alan	Jacobsen-Eric	RE: 10-K Signature Pages
1441	ACP	Email	4/14/2003	Dietrich-Alan	Haffill-Carol		10-K Signature Pages
1442	ACP	Email	2/17/2003	Krapp-Tom	Dietrich-Alan		FW: NCS audit issues
1443	ACP	Email	2/17/2003	Jacobsen-Eric	Krapp-Tom; Dietrich-Alan	Whitesel-Kurt; Hanson-Mike; Orme-Kipp	FW: NCS audit issues
1444	ACP	Email	4/15/2003	Dietrich-Alan	Whitesel-Kurt; sullivanb@doctite.com	Krapp-Tom	RE: Attorney Letter to D&T
1445	ACP/AWP	Email	3/14/2002	Dietrich-Alan	Davis-G, Eric	Kline, Scott	RE: Revised NorthWestern 2002 Proxy Statement
1446	ACP	Email	3/28/2002	Johnson-Jerry W	Dietrich-Alan		RE: Draft Proxy Statement Report discussion
1447	ACP/AWP	Email	1/22/2002	Dietrich-Alan	Young-Michael; Jacobsen-Eric		RE: Proxy Discussion with Jake
1448	ACP/AWP	Email	1/22/2002	Young-Michael	Dietrich-Alan		Proxy Discussion with Jake
1449	ACP/AWP	Email	3/19/2002	Kline-Scott C.	Dietrich-Alan	Davis-G, Eric	RE: Revised NorthWestern 2002 Proxy Statement
1450	ACP/AWP	Email	3/13/2002	Davis-G, Eric	Dietrich-Alan	Kline-Scott C.; Pollock-Thomas R.	RE: Revised NorthWestern 2002 Proxy Statement
1451	ACP/AWP	Email	3/13/2002	Dietrich-Alan	Davis-G, Eric		RE: Revised NorthWestern 2002 Proxy Statement

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1452	ACP	Email	2/19/2003	Tranden-Greg	Dietrich-Alan; Corcoran-Patrick R; LaVe-Bleau-Whitesel-Kurt; Kindt-Ernest J	Hanson-Mike; Fornash-Barbara; NWE-Senior Leaders; Gates-David G	Strategic Sourcing Initiatives with discussion on legal issues involved
1453	ACP/AWP	Attachment	10/16/2001				Draft Minutes of Connective Audit Committee Meeting
1454	ACP	Email	5/29/2001	Dietrich-Alan	Orme-Kipp	Newell-Dan; Jacobsen-Eric	Legal discussion about Expans's valuation Expert
1455	ACP	Email	4/18/2002	Dietrich-Alan	Orme-Kipp		FW: Blue Dot & Expans's Investment Authority Draft memo and resolution discussion (NOR 459119-459120)
1456	ACP	Email	1/29/2003	Gerrard-Nicole	Jacobsen-Eric; Dietrich-Alan	Pollock-Thomas R.	Audit Committee Charter Draft
1457	ACP/AWP	Attachment	1/29/2003		Jacobsen-Eric	Dietrich-Alan	NOR Audit Committee Charter(v2).DOC
1458	ACP	Email	1/29/2003	Gerrard-Nicole			RE: Audit Committee Charter Draft
1459	ACP/AWP	Attachment	1/29/2003				NOR Audit Committee Charter Draft
1460	ACP	Email	4/23/2001	Dietrich-Alan	jerry@usd.edu;bsmith@glawfirm.com;john.charters@qcs-us.com	Lewis-Merle; Hyland-Richard; Orme-Kipp; Jacobsen-Eric; prichter@glawfirm.com;randy.darcy@gemilis.com	Revised Northwestern Audit Committee Charter
1461	ACP/AWP	Attachment	4/23/2001				Proposed Audit Charter doc
1462	ACP	Email	1/31/2003	Dietrich-Alan	jerry@do.gov;jess@firstdakota.com;Cliff Hoffman (E-mail);Steven Polack (E-mail);bsmith@hamilton.net	bsmith@glawfirm.com;Orme-Kipp;Roof-Becky; Jacobsen-Eric;Brook-Gary; Whitesel-Kurt; thomaspollock@paulhastings.com	Revised Audit Committee Charter
1463	ACP/AWP	Attachment	1/30/2003				Audit Charter/Revised DOC
1464	ACP/AWP	Email	1/29/2003	Dietrich-Alan	thomaspollock@paulhastings.com		Audit Charter
1465	ACP/AWP	Attachment	1/28/2003				Audit Charter
1466	ACP	Attachment	6/21/2002				Draft Board Minutes of Franklin Industries Board Meeting
1467	ACP/AWP	Report	4/25/2003	Special Committee of the Board of Directors and PHJW as special counsel	Northwestern Board of Directors		Investigation of Richard Hyland's performance and conduct in connection with mis-management of Northwestern and its subsidiaries (NOR 371624-372806; NOR 374829-375523; NOR 413446-413500; NOR 414057-414114)
1468	ACP/AWP	Memorandum	5/3/2003	Dickey, Jonathan C.	File		Interview with Richard Hyland
1469	ACP/AWP	Memorandum	5/3/2003	Gibson, Dunn & Crutcher LLP	File		Northwestern Corp. Summary of Interviews
1470	ACP/AWP	Outline	4/6/2003	Gibson, Dunn & Crutcher LLP			Partial Summary Of Events at Expans's Related to the Restatement at Northwester
1471	ACP/AWP	Power Point Presentation	4/10/2003	Gibson, Dunn & Crutcher LLP	Northwestern Corp. Audit Committee		Presentation re: Investigation of Expans's accounting and disclosure issues in 2002 (NOR 374460-374530)
1472	ACP/AWP	Transcribed Notes	3/31/2003	Roake, Tim; Dettmer, Ethan			Rick Fresia Interview
1473	ACP/AWP	Transcribed Notes	3/31/2003	Roake, Tim; Dettmer, Ethan			Chris Younger Interview
1474	ACP/AWP	Transcribed Notes	3/31/2003	Roake, Tim; Dettmer, Ethan			Tim Atkinson Interview
1475	ACP/AWP	Transcribed Notes	4/1/2003	Roake, Tim; Dettmer, Ethan			Reggie Vigilante Interview
1476	ACP/AWP	Transcribed Notes	4/1/2003	Roake, Tim; Dettmer, Ethan			Mary Sheila Interview

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1477	ACP/AMP	Transcribed Notes	4/7/2003	Roake, Tim; Mack, Shelley; Vermiere, Richard; Roos, David			NorthWestern Audit Committee Investigation - Interview of Lorne Clark
1478	ACP/AMP	Memorandum	4/7/2003	Dickey, Jonathan C.	File		NorthWestern Corp./ Special Matter (Summary of Interviews of Dan Newell, Kipp Orme, Kurt Whitesel, Mike Nieman, Eric Jacobsen, Mary Barrack, Mike Valente and John Charters)
1479	ACP/AMP	Memorandum	5/3/2003	Dickey, Jonathan C.	File		NorthWestern Corp.: Interview with Richard Hyland
1480	ACP/AMP	Transcribed Notes	3/27/2003				Meeting with DeLoitte & Touche (NOR 374782-374792)
1481	ACP/AMP	Transcribed Notes	3/28/2003				Meeting with Alan Dietrich
1482	ACP/AMP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Kendall Kilewer
1483	ACP/AMP	Memorandum	3/29/2003	Asnis, Shoshannah V.	File		Meeting with Becky Roof
1484	ACP/AMP	Transcribed Notes	3/26/2003				Notes on Pollack Interview
1485	ACP/AMP	Transcribed Notes	4/25/2003	Asnis, Shoshannah V.			Notes of Interview of Jim Walker
1486	ACP/AMP	Transcribed Notes					Kristine Donovan Interview
1487	ACP/AMP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Tom Knapp
1488	ACP/AMP	Memorandum	3/25/2003	Roake, Timothy K.	File		March 24 and 25, 2003 Briefings from Paul Hastings
1489	ACP/AMP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Becky Roof
1490	ACP/AMP	Letter	6/18/2003	Reding, John A.	Brook, Gary G.		Telephone call with Special Litigation Committee of the Board
1491	ACP/AMP	Power Point Presentation	5/6/2003	Gibson, Dunn & Crutcher LLP	NorthWestern Corp. Audit Committee		Presentation re: investigation of Expansis Accounting and disclosure issues in 2002
1492	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 13, 2002 Interview of Confidential Source
1493	ACP/AMP	Memorandum	11/25/2002	Kennedy, Charles M.	File		November 13, 2002 Source Interview Supplement
1494	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 26, 2002 Interview with JoyLynn Buus
1495	ACP/AMP	Memorandum	11/26/2002	Sozio, Stephen G.	File	Mr. Cornell; Mr. Kennedy	November 21, 2002 Meeting with John Charters
1496	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 14, 2002 Interview of Paul Evans
1497	ACP/AMP	Memorandum		Sozio, Stephen G.	File		November 25, 2002 Interview of Rick Frosia
1498	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 14, 2002 Interview of Mike Hanson
1499	ACP/AMP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Meeting with Cliff Hoffman
1500	ACP/AMP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Interview of Richard Hyland

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1501	ACP/AMP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 5, 2002 Interview of Marie Lewis
1502	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 14, 2002 Interview of David Monaghan
1503	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 15, 2002 Interview with Dan Newell
1504	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 15, 2002 Meeting with Kurt Whitesel
1505	ACP/AMP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 5, 2002 Interview of Kipp Orme
1506	ACP/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 28, 2002 Interview with Kipp Orme
1507	ACP/AMP	Memorandum	11/8/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 5, 2002 Interview of Richard Hyland
1508	ACP/AMP	Memorandum	11/8/2002	Kennedy, Charles M.	File	Mr. Cornell, Mr. Reidy, Mr. Sozio	November 5, 2002 Interview of Kipp Orme
1509	ACP/AMP	Memorandum	10/13/2002	Leonard, Street and Dehard Professional Association	Expanets, Inc. Board of Directors		NorthWestern Corporation Cash Disbursements to Expanets, Inc.
1510	ACP/AMP	Memorandum	10/13/2002	Leonard, Street and Dehard Professional Association	Expanets, Inc. Board of Directors		Treatment of NorthWestern Corporation Advances
1511	AWP	Memorandum	12/19/2001	Ivry, Euclid A.	Jacobsen, Eric	Patrizia, Charles; Conboy, Kevin, Kahn, Marguerite, Voytek, Michael, Bayeat, Douglas, Strink, Ivora	NOR Debt Instruments--Flat Closing of MFC Acquisition
1512	Fed. R. Evid. 408	Letter	4/5/2006	John A. Reding, Esq.	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A
1513	Fed. R. Evid. 408	Letter	8/18/2006	John A. Reding, Esq.	Donald M. Hoerl, Laurie Metcalf, Kurt L. Gottshall, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A
1514	Fed. R. Evid. 408	Letter	9/1/2006	John A. Reding, Esq.	Donald Hoerl, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A
1515	Fed. R. Evid. 408	Email attaching documents	12/20/2006	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall, Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A
1516	Fed. R. Evid. 408	Email attaching documents	1/4/2007	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall, Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A
1517	Fed. R. Evid. 408	Email attaching documents	1/24/2007	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall, Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A
1518	Fed. R. Evid. 408	Letter	2/6/2007	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission	John A. Reding Esq., Edward Han Esq.		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A
1519	Fed. R. Evid. 408	Letter	3/1/2007	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission	John A. Reding Esq.		Settlement letter re: In the matter of NorthWestern Corporation, SEC File No. D-02572-A

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1520	ACP	Email	10/3/1993	Beatty, Kim	Austin, Bill; Harper, Coleen; Lopach, Dennis; Jacobsen, Eric; Drook, Gary; Fitzpatrick, John; Thompson, Mark; Hanson, Mike; Concoran, Pat; Schrum, Roger; Harper, Wayne		PSC's letter to MT Budget Office (redacted and produced at NOR 463130-463139)
1521	ACP/AWP	E-mail	9/26/2003	Whitney, Kate	Lopach-Dennis; Beatty, Kim		PSC & MCC choice of financial expert (redacted and produced at NOR 463191)
1522	ACP/AWP	E-mail and Attachment	11/19/2002	Schrum, Roger	Knapp, Tom		Updated Release
1523	ACP/AWP	E-mail and Attachment	11/18/2002	Schrum, Roger	Jacobson, Eric; Hanson, Mike; Knapp, Tom; Orme, Kipp		Latest Draft of Flat Release
1524	ACP/AWP	E-mail and Attachment	11/14/2002	Gerrard, Nicole	Knapp, Tom; Voytek, Michael; Irving, Euclid; Kline, Scott		FW: Going flat filing
1525	ACP/AWP	E-mail and Attachment	10/21/2002	Schrum, Roger	Gerrard, Roger; Jacobsen, Eric; Young, Michael; Lopach, Dennis; Knapp, Tom	Orme, Kipp	Going Flat Draft Release
1526	ACP	E-mail	11/12/2002	Irving, Euclid A.	Knapp, Tom; Voytek, Michael	Bayleat, Douglas; Showalter, Patricia; Patrizia, Charles	Re: NOR Going Flat Reorganization
1527	ACP/AWP	E-mail and Attachment	11/12/2002	Gerrard, Nicole	Knapp, Tom	Voytek, Michael	Re: NOR Going Flat Reorganization
1528	ACP	E-mail	10/22/2002	Voytek, Michael	Schwitzer, William; Saks, Scott	Irving, Euclid; Knapp, Tom	Northwestern Flat Structure Closing
1529	ACP/AWP	E-mail and attachment	10/22/2002	Irving, Euclid A.	Knapp, Tom; Patrizia, Charles; Voytek, Michael		Flat Closing Press release
1530	ACP/AWP	E-mail and Attachment	11/7/2002	McCarriek, James	Knapp, Tom		FW: Pro forma covenant
1531	ACP	E-mail and Attachments	11/13/2002	McCarriek, James	Knapp, Tom	Sachs, Omri	FW: Colstrip Project Agreements
1532	ACP	E-mail and Attachment	11/12/2002	Bohrer, Corinne	Knapp, Tom		FW: Engineer Certificate
1533	ACP	E-mail and Attachment	11/12/2002	Bayleat, Douglas	Dietrich, Alan	Knapp, Tom	Legal Opinion
1534	ACP	E-mail	11/12/2002	Orme, Kipp	Jacobson, Eric	Knapp, Tom	RE: Mellon Leasing
1535	ACP	E-mail	11/12/2002	McCarriek, James	Manton, Michael; Dietrich, Alan; Knapp, Tom; Urinko, Lori		FW: Other Colstrip Option Issues
1536	ACP/AWP	E-mail and Attachment	11/19/2002	McCarriek, James	Dietrich, Alan	Knapp, Tom	Revised Opinion
1537	ACP/AWP	E-mail and Attachment	11/18/2002	McCarriek, James	Knapp, Tom		Draft Letter to GE and Mellon
1538	ACP/AWP	E-mail and Attachment	11/18/2002	McCarriek, James	Niemann, Michael; Whitesel, Kurt; Knapp, Tom		RE: Draft D&T Letter
1539	ACP	E-mail	11/18/2002	Hanson, Mike (CEO)	McCarriek, James; Knapp, Tom; Michael, Nieman;	Irving, Euclid; Sachs, Omri	
1540	ACP	E-mail	11/15/2002	McCarriek, James	Whitesel, Kurt; Knapp, Tom	Sachs, Omri; Voytek, Michael; Orme, Kipp	RE: Redraft of Hanson letter
1541	ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Omri	Knapp, Tom	McCarriek, James	Confidential
1542	ACP/AWP	E-mail and Attachment	10/14/2002	Levin, Janice E.	Knapp, Tom; Young, Michael	Knapp, Tom; Jacobsen, Eric; Irving, Euclid; Patrizia, Charles; McCarriek, James; Bayleat, Douglas; Voytek, Michael	Going Flat- Documents for Execution
							Montana Restructuring

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1543	ACP/AWP	E-mail and Attachment	12/2/2002	Staudinger, Gary	Ivring, Euclid; McCarrick, James	Knapp, Tom; Young, Michael; Whitesel, Kurt	Draft Bond Application 167 B-19
1544	ACP	E-mail	11/18/2002	Conboy, Kevin	Knapp, Tom; Pollock, Thomas		Amendment to Credit Agreement
1545	ACP	E-mail	11/15/2002	Conboy, Kevin	Knapp, Tom; Voytek, Michael		RE: Credit Agreement
1546	ACP	E-mail	11/13/2002	Conboy, Kevin	Knapp, Tom; Voytek, Michael; Irving, Euclid; Showalter, Patricia		FW: Amendment No. 3
1547	ACP	E-mail	11/4/2002	Conboy, Kevin	Knapp, Tom		Amendment to Credit Agreement
1548	ACP/AWP	E-mail and Attachment	10/28/2002	Conboy, Kevin	Knapp, Tom		FW: Going Flat under the Credit Agreement
1549	ACP/AWP	E-mail and Attachment	10/28/2002	Conboy, Kevin	Orme, Kipp; Jacobsen, Eric	Knapp, Tom; Voytek, Michael; Pollock, Thomas	Going Flat, etc.
1550	ACP	E-mail	11/8/2002	Sachs, Omri	Knapp, Tom	McCarrick, James	Northwestern--Colstrip 4
1551	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Orme, Kipp	Knapp, Tom	FW: Pro forma covenant
1552	ACP	E-mail	11/11/2002	Orme, Kipp	McCarrick, James	Knapp, Tom	Re: Pro forma covenant
1553	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Knapp, Tom	Orme, Kipp	FW: Pro forma covenant
1554	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Knapp, Tom		FW: rda
1555	ACP/AWP	E-mail and Attachment	11/6/2002	Balyeat, Douglas	Monaghan, David A	Knapp, Tom	Pollution Control Documents
1556	ACP/AWP	E-mail and Attachment	11/6/2002	Dietrich, Alan	Sachs, Omri	Knapp	Opinions
1557	ACP/AWP	E-mail and Attachment	11/6/2002	Balyeat, Douglas	Monaghan, David A	Knapp, Tom	Pollution Control Documents
1558	ACP/AWP	E-mail and Attachment	10/9/2002	Sachs, Omri	Knapp, Tom; Ruffalo, Steven; Karell, Alan; Scott, Richard	Euclid, Irving; Voytek, Michael; McCarrick, James; Showalter, Patricia	Northwestern--Pollution Control Revenue Bonds
1559	ACP/AWP	E-mail and Attachment	11/17/2002	McCarrick, James	Knapp, Tom		FW: Debt Analysis Memo
1560	ACP/AWP	E-mail and Attachment		Sachs, Omri	Ng, Emilie	Orme, Kipp	RE: Bulletin: Northwestern Corp. restructures subsidiary NWE LLC
1561	ACP/AWP	E-mail and Attachment		Dietrich, Alan	Tribble, Kimberly (Kim) S.; Voytek, Michael	Knapp, Tom	RE: GM Draft Officer's Certificate and Legal Opinion
1562	ACP/AWP	E-mail and Attachment		Levin, Janice	Knapp, Tom	Voytek, Michael	Montana Structuring/Potential Amendment of NOR
1563	ACP	E-mail	10/10/2002	McCarrick, James	Knapp, Tom	Irving, Euclid	FW: Ratings Confirmation
1564	ACP/AWP	E-mail and Attachment	10/10/2002	McCarrick, James	Knapp, Tom	Sachs, Omri	Memo regarding leverage lease refinancing exposure
1565	ACP	E-mail	10/11/2002	Kendi, E	McCarrick, James	Irving, Euclid	FW: Coal Plant value
1566	ACP/AWP	E-mail and Attachment	10/14/2002	Sachs, Omri	Knapp, Tom; Ruffalo, Steve; Karell, Alan; alamey@crowleylaw.com; mdyre@crowleylaw.com	Irving, Euclid; Voytek, Michael; McCarrick, James; Showalter, Patricia	RE: Northwestern--Colstrip 4 leveraged leases
1567	ACP/AWP	E-mail and Attachment	10/16/2002	Dietrich, Alan	Voytek, Michael		RE: Montana Restructuring--Courtesy Notice to Trustee under NOR's GMI

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1568	ACP	E-mail	10/15/2002	Irving, Euclid A.	Knapp, Tom	Voytek, Michael McCarriek, James	RE: Fitch Downgrades NOR
1569	ACP	E-mail	10/14/2002	Orme, Kipp	Knapp, Tom	Jacobsen, Eric	RE: Ratings Confirmation
1570	ACP	E-mail	10/14/2002	Irving, Euclid A.	Knapp, Tom		RE: Fitch Downgrades NOR
1571	ACP	E-mail	10/14/2002	Monaghan, David	Knapp, Tom		RE: Fitch Downgrades NOR
1572	ACP	E-mail	9/24/2002	McCarriek, James	akarell@crowley.com	Euclid, Irving; Knapp, Tom; Voytek, Michael; Sachs, Omri	Pollution Control Revenue Refunding Bonds Series 1993A and 1993B
1573	ACP	E-mail	8/29/2002	Knapp, Tom	Dietrich, Alan	Orme, Kipp	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1574	ACP	E-mail	8/30/2002	Dietrich, Alan	Knapp, Tom	Jacobsen, Eric	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1575	ACP/AWP	E-mail and Attachment	9/25/2002	McCarriek, James	Knapp, Tom		Comments
1576	ACP	E-mail and Attachment	9/25/2002	Knapp, Tom	McCarriek, James		FW: QUIPS
1577	ACP/AWP	E-mail and Attachment	9/25/2002	Knapp, Tom	McCarriek, James		FW: First Mortgage
1578	ACP	E-mail	9/25/2002	Manion, Michael	Knapp, Tom		RE: Colstrip
1579	ACP	E-mail	9/26/2002	McCarriek, James	Knapp, Tom		FW: Colstrip Project Agreements
1580	ACP	E-mail	9/26/2002	Monaghan, David	Knapp, Tom; Orme, Kipp	McCarriek, James	RE: Colstrip 4 leveraged leases
1581	ACP	E-mail	9/26/2002	Barnes, Michael	Knapp, Tom		Re: Colstrip Project
1582	ACP/AWP	E-mail and Attachment	9/27/2002	Dietrich, Alan	Knapp, Tom		FW: Colstrip Lease Documents
1583	ACP/AWP	E-mail and Attachment	10/3/2002	Sachs, Omri	Knapp, Tom	McCarriek, James	NG Transition Bonds Northwestern In house Opinion
1584	ACP	E-mail and Attachment	10/3/2002	Dietrich, Alan	Knapp, Tom		FW: NG Transition Bonds Northwestern In house Opinion
1585	ACP/AWP	E-mail and Attachment	10/3/2002	Sachs, Omri	Knapp, Tom	McCarriek, James	RE: NG Transition Bonds Northwestern-Assignment and Assumption Agreement
1586	ACP/AWP	E-mail and Attachment	9/18/2002	Knapp, Tom	Monaghan, David A		RE: Colstrip 120 Day Notice Letter
1587	ACP/AWP	E-mail and Attachment	9/17/2002	Knapp, Tom	Dietrich, Alan; Orme, Kipp		FW: QUIPS
1588	ACP	E-mail	9/18/2002	Knapp, Tom	Piazza, Maryann		RE: Colstrip 120 Day Notice Letter
1589	ACP	E-mail	8/28/2002	Knapp, Tom	Rushion, Lisa		RE: Dot Letter
1590	ACP	E-mail	8/28/2002	Manion, Michael	Knapp, Tom; Rushion, Lisa; srullatow@crowleylaw.com		Re: Permits in NOR
1591	ACP/AWP	E-mail and Attachment	8/27/2002	Ruffalo, Steve	Knapp, Tom; Walsh, Richard; Rushion, Lisa		RE: Dot Letter
1592	ACP/AWP	E-mail and Attachment	8/27/2002	Rushion, Lisa	Ruffalo, Steve; Walsh, Richard; Knapp, Tom; Rushion, Lisa		Re: Dot Letter
1593	ACP	E-mail	8/16/2002	Rushion, Lisa	Walsh, Richard; Rushion, Lisa; Knapp, Tom; Asay, Pat; Ruffalo, Steve; Manion, Michael		RE: Information for forest service & BLM Applications
1594	ACP	E-mail	8/15/2002	Tribble, Kimberly (Kim)	Knapp, Tom	Irving, Euclid; Rushion, Lisa	Proposed form of license/permit notice
1595	ACP/AWP	E-mail and Attachment	8/13/2002	Rushion, Lisa	Knapp, Tom; O'Leary, Barry; Walsh, Richard; Asay, Pat; Ruffalo, Steve; Shea, Rose		Revised Table
1596	ACP	E-mail	8/3/2002	Knapp, Tom	Asay, Pat; Walsh, Richard; Rushion, Lisa	Ralph, Pamela; Sanchez, Rosa	Re: Costs of permitting and licenses
1597	ACP	E-mail	10/11/2002	Kindt, E	Manion, Michael; Knapp, Tom; McCarriek, James		RE: Summary of Key Terms from Colstrip Leverage Lease

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1598	ACP/AWP	E-mail and Attachment	10/28/2002	Staudinger, Gary	McCarrick, James	Krapp, Tom Irving, Euclid Sachs, Omri	Re: Draft Release Papers for NWE 1st Mortgage
1599	ACP	E-mail	10/29/2002	McCarrick, James	Krapp, Tom	Voytek, Michael	Re: Costing Project Agreement
1600	ACP	E-mail	10/29/2002	Sachs, Omri	Krapp, Tom	McCarrick, James	Re: Northwestern/PCRB
1601	ACP/AWP	E-mail and Attachment	10/21/2002	McCarrick, James	Krapp, Tom		Partial Release from 1st Mortgage
1602	ACP	E-mail	10/18/2002	McCarrick, James	Voytek, Michael	Sachs, Omri Irving, Euclid Krapp, Tom	FW: PCRB 1993A and 1993B Loan Agreements
1603	ACP/AWP	E-mail and Attachment	10/17/2002	Tribble, Kimberly (Kim) S.	Krapp, Tom	Irving, Euclid McCarrick, James Sachs, Omri Conboy, Kevin Michael	Draft forms
1604	ACP/AWP	E-mail and Attachment	10/8/2002	Hong, Jennifer L.	Krapp, Tom	Sachs, Omri McCarrick, James	FERC Securities Application Drafts
1605	ACP/AWP	E-mail and Attachment	10/9/2002	Hong, Jennifer L.	Wittesell, Kurt; Dietrich, Alan; Krapp, Tom; Mannion, Michael; Monaghan, David; Lopach, Dennis; Young, Michael	Patrizia, Charles; Gerrard, Nicole; Kline, Scott; Sachs, Omri; McCarrick, James; Voytek, Michael; Irving, Euclid	FERC Application for Assumption of MPC Debt Draft
1606	ACP	E-mail	10/10/2002	Hong, Jennifer L.	Staudinger, Gary; Krapp, Tom; Mannion, Michael	Lopach, Dennis; Corcoran, Patrick; Chase, Nedra	RE: FERC Application for Assumption of MPC Debt
1607	ACP	E-mail	10/10/2002	Hong, Jennifer L.	Krapp, Tom		RE: FERC Application for Assumption of MPC Debt
1608	ACP	E-mail	10/10/2002	Hong, Jennifer L.	Krapp, Tom		RE: FERC Application for Assumption of MPC Debt
1609	ACP	E-mail	10/22/2002	Irving, Euclid A.	Krapp, Tom		FW: NOR FERC Application
1610	ACP	E-mail	10/16/2002	Hong, Jennifer L.	Krapp, Tom		RE: Revised FERC Securities Application
1611	ACP	E-mail	10/16/2002	Lopach, Dennis	Hong, Jennifer		RE: Revised FERC Securities Application
1612	ACP/AWP	E-mail and Attachment	10/14/2002	Staudinger, Gary	Hong, Jennifer	Krapp, Tom Michael Chase, Nedra Corcoran, Patrick	Assumption of Liabilities Document
1613	ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Omri	Bohner, Corinne	Hanson, Mike Krapp, Tom McCarrick, James Michael	Voytek, Showalter,
1614	ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Omri	Jacobson, Eric	Hanson, Mike Krapp, Tom McCarrick, James Michael Patricia	Going Flat--Documents for Execution
1615	ACP	E-mail	11/13/2002	McCarrick, James	Orme, Klipp	Nieman, Michael Tom Euclid	RE: Pro forma for Northwestern Going Flat Transaction
1616	ACP/AWP	E-Mail and Attachment	10/7/2002	Levin, Janice	Krapp, Tom; Young, Michael; Jacobson, Eric; Irving, Euclid; Patrizia, Charles; McCarrick, James; Baiyeat, Douglas; Voytek, Michael	Krapp, Tom Irving, Euclid	Montana Restructuring

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1617	ACP/AMP	E-mail and Attachment	10/22/2002	Ruffalo, Steve	Knapp, Tom; Voytek, Michael; Sachs, Omri; McCarrick, James		Transfer Agreement
1618	ACP	E-mail	10/21/2002	Ruffalo, Steve	Knapp, Tom; Voytek, Michael		Back to Back Agreement
1619	ACP	E-mail	10/28/2002	Tribble, Kimberly (Kim) S.	Young, Michael	Ivring, Euclid Voytek, Michael Knapp, Tom	Employee Secondment Agreement
1620	ACP/AMP	E-mail and Attachment	11/4/2002	Balveat, Douglas	Ruffalo, Steve; Knapp, Tom; Devore, Michael	Ivring, Euclid Voytek, Michael McCarrick, James Voytek, Michael Sachs, Omri	Going Flat Transaction
1621	ACP	E-mail	11/12/2002	Ruffalo, Steve	Balveat, Douglas; Showalter, Patricia; Knapp, Tom	McCarrick, James; Voytek, Michael; Sachs, Omri; Balveat, Douglas	RE: Going Flat Transaction--Documents
1622	ACP	E-mail	11/11/2002	Ruffalo, Steve	Showalter, Patricia; Knapp, Tom		RE: Going Flat Transaction--Documents
1623	ACP/AMP	E-mail and Attachment	11/15/2002	Balveat, Douglas	Lopach, Dennis		Revised Transfer Agreement
1624	ACP	E-mail	11/18/2002	Balveat, Douglas	Knapp, Tom		Re: Going Flat work
1625	ACP	E-mail	11/5/2002	Showalter, Patricia	Memon, Michael	Knapp, Tom	Re: Stock Certificates
FIRST SUPPLEMENT							
1626	ACP	E-mail with attachment	1/5/2004	T. Knapp	V. Carnevale (Aweya)	E. Jacobsen, M. Taylor, M. Censoplano	SEC subpoena
1627	ACP	Document	1/6/2004	Paul, Hastings, Janotsky & Walker LLP	E. Jacobsen, T. Knapp		SEC subpoena re: Expanses
1628	ACP	Document	none	Tom Knapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Jarecke and Ming during their performance evaluation (NOF 440103-440107)
1629	ACP	Document	none	Tom Knapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Jarecke and Ming during their performance evaluation (NOF 440103-440107)
1630	ACP	E-mail	3/20/2003	Bill Jarecke	Tom Watson		NCS Audit (including electronic correspondence with Tom Knapp, John VanCamp)
1631	ACP	Document		Bill Jarecke	Tom Watson		NCS Audit: Draft letter responding to concerns about audit expressed by Tom Watson)
1632	ACP	Document	2/18/2003	Tom Knapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Jarecke and Ming during their performance evaluation
1633	ACP	E-mail	4/4/2003	Whitesel, Kurt	Orme, Kipp	VanCamp, John; Knapp, Tom	NCS Audit
1634	ACP	E-mail	4/3/2003	VanCamp, John	Orme, Kipp; Roof, Becky	Knapp, Tom	NCS Audit
1635	ACP	E-mail	2/17/2003	E. Jacobsen	T. Knapp	Whitesel, Kurt; Hanson, Mike (CEO); Orme, Kipp	NCS Audit issues
1636	ACP	Document	2/18/2003	Tom Knapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Jarecke and Ming during their performance evaluation
1637	ACP	Document	4/11/2003	John VanCamp	Mike Hanson; Kipp Orme	Gary Drook; Tom Knapp; Maurice Worsfold; Bruce Smith	Retaliation Claim by Internal Auditors
1638	ACP	Document	2/18/2003	Tom Knapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Jarecke and Ming during their performance evaluation
1639	ACP	E-mail	3/20/2003	Tom Knapp	Bruce Smith	Drook, Gary; VanCamp, John	Investigation of comments made by Internal Auditors Jarecke and Ming during their performance evaluation

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1640	ACP	E-mail	4/6/2003	B. Thielbar	Krapp, Tom; VanCamp, John	Monaghan, David A; Hanson, Mike	NCS Audit
1641	ACP	Document	11/8/2002	NorthWestern, T. Krapp; M. Hanson, D. Monaghan; M. Young			Due Diligence Session to be arranged for next week with the CEO and CFO of the Company (the "Due Diligence Session") with respect to the quarterly report on Form 10-Q for the quarter ended September 30, 2002 (the "Current Report").
1642	ACP	E-mail	3/14/2003	K. Smook	T. Krapp	VanCamp, John; Bohrer, Kelly	NonCom Audit Discussions - DRAFT
1643	ACP	Document	2/18/2003	Tom Krapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Jarnecke and Mling during their performance evaluation
1644	ACP	E-mail	3/27/2003	Sally Neal	T. Krapp	VanCamp, John; Hanson, Mike	NCS Audit
1645	ACP	E-mail	3/20/2003	Bill Jarnecke	T. Krapp	VanCamp, John; Hanson, Mike	NCS Audit
1646	ACP	E-mail	3/20/2003	Bill Jarnecke	T. Krapp	VanCamp, John; Hanson, Mike	NCS Audit
1647	ACP	E-mail	3/20/2003	T. Krapp	Bill Jarnecke	VanCamp, John; Hanson, Mike	NCS Audit
1648	ACP	E-mail	3/19/2003	Bill Jarnecke	T. Krapp	VanCamp, John	NCS Audit
1649	ACP	E-mail	3/17/2003	Karen Smook	John VanCamp; Tom Krapp	VanCamp, John	03-02 NonCom Audit
1650	ACP	Document		Tom Krapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Jarnecke and Mling during their performance evaluation
1651	ACP	Document	4/11/2003	John VanCamp	Mike Hanson; Kipp Orme	Gary Drook; Tom Krapp; Maurice Worstfodt; Bruce Smith	Retaliation Claim by Internal Auditors
1652	ACP	Document	11/8/2002	NorthWestern, T. Krapp	M. Hanson; D. Monaghan; M. Young		Due Diligence Session to be arranged for next week with the CEO and CFO of the Company (the "Due Diligence Session") with respect to the quarterly report on Form 10-Q for the quarter ended September 30, 2002 (the "Current Report").
1653	ACP	E-mail	3/26/2003	T. Atkinson	K. Kiewer, J. Charters, C. Younger, R. Fresia, M. Snella, L. Clark	E. Jacobsen; K. Orme; K. Whitesel	Impairment of Expanets (including forwarded message from Expanets Disclosure Sub-Committee)
1654	ACP	Document	1/22/2001	NOR Board of Directors	M. Hanson; E. Jacobsen		Update on Montana Power Co. Transaction
1655	ACP	Document	7/26/2002	Paul, Hastings, Janotsky & Walker LLP			Resolution of BOD re: transfer of N.W.E. assets into NOR
1656	ACP	Document	8/14/2002	T. Pollock; M. Zuppone	Deloitte & Touche USA LLP		Analysis of Class B common stock of Blue Dots, Expanets
1657	ACP	Document	5/2/2002	Paul, Hastings, Janotsky & Walker LLP	E. Jacobsen		Documentation supporting Item 1 in NOR's 2001 10-K
1658	ACP	E-mail	3/15/2003	K. Orme	Whitesel, Kurt; Jacobsen, Eric; Root, Becky	K. Kiewer	Expanets financial model
1659	ACP	E-mail	3/26/2003	T. Atkinson	Kiewer, Kendall; Atkinson, Tim; Charters, John; Younger, Chris; Fresia, Rick; Snella, Mary; Clark, Lorie	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt	Expanets impairment analysis
1660	ACP	Document	4/10/2003	R. Fresia	E. Jacobsen		Edits to description of Expanets' financial condition
1661	ACP	Document	12/16/2002	Jean Hamin	Jim Bertrand (Leonard Street and Deindard)		Impact of Credit Downgrade on NOR's Obligations Under EEI Agreement with PPL Montana
1662	ACP	Document	11/7/2003	D. Newell, R. Kennedy	G. Drook, B. Austin	NOR Audit Committee; E. Jacobsen, M. Worstfodt; K. Kiewer	Q3 Reportable Events Highlighting Internal Control Weaknesses at Blue Dots

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1663	ACP/AWP	Document	11/16/2003	Jess Austin (Paul, Hastings, Janofsky & Walker LLP)	Gary Drock; Larry Ness; Larry Ramaekers; Jerry Johnson	Mike Hanson; Bill Austin; E. Jacobsen; Karol Denniston; Tom Pollock; David Kurtz; Andrew Yearley	Development of NOR reorganization plan
1664	ACP/AWP	Document	8/21/2003	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corp.		Chapter 11 Process and Issues
1665	ACP/AWP	Document	4/8/2002	Joylyn Buss	Kipp Orme, Eric Jacobsen, Kurt Whitesel, Mike Nieman		Anderson Issues Matrix (created by Arthur Andersen LLP for NorthWestern)
1666	ACP	Document	4/9/2003	T. Pollock	Deloitte & Touche USA LLP		Financial Issues at NorthWestern relevant to D&T's review
1667	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP	Special Committee		Testimony of R. Fresia re: Hyland
1668	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Testimony of various officers of NOR and subsidiaries re: Hyland
1669	ACP/AWP	Document	4/25/2003	Special Committee of the Board of Directors and PHJW as special counsel	NorthWestern Board of Directors		Investigation of Richard Hyland's performance and conduct in connection with mis-management of NorthWestern and its subsidiaries (NOR 371624-372806; NOR 374829-375523; NOR 413446-413500; NOR 414057-414114)
1670	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Testimony of John Charters re: Hyland
1671	ACP/AWP	Document	6/9/2003	Mary Snelka	Paul, Hastings, Janofsky & Walker LLP		Draft: Expanets Expert Chronology
1672	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Chronology of NorthWestern Internal Communications
1673	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Chronology of NorthWestern External Communications
1674	ACP	Document	4/30/2003	Paul, Hastings, Janofsky & Walker LLP			Summary of R. Fresia's Employment Agreement and events during his tenure
1675	ACP/AWP	Document	11/12/2002	Expanets' Disclosure Sub-Committee	Disclosure Committee		Accounting Issues at Expanets (including impairment of goodwill) (clean and blacklined versions)
1676	ACP	Document	11/13/2002	Expanets' Disclosure Sub-Committee	Disclosure Committee		Expanets Sub-Committee, 2d Report 3d Q 2002
1677	ACP	Document	4/25/2003	Special Committee of the Board of Directors and PHJW as special counsel	NorthWestern Board of Directors		Investigation of Richard Hyland's performance and conduct in connection with mis-management of NorthWestern and its subsidiaries
1678	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Merle Lewis to PHJW pursuant to Hyland investigation
1679	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Richard Hyland to PHJW

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1680	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Kipp Orme to PHJW
1681	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Kurt Whitesel to PHJW
1682	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Michael Neiman to PHJW
1683	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of John Charters to PHJW
1684	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Richard Fresa to PHJW
1685	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Timothy Atkinson to PHJW
1686	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Lonnie Clark to PHJW
1687	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Martin Snelke to PHJW
1688	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Robert Kennedy to PHJW
1689	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Mark Toney to PHJW
1690	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Steve Polasek to PHJW
1691	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Clifford Hoffman to PHJW
1692	ACP/AWP	E-mail	4/10/2003	Paul, Hastings, Janofsky & Walker LLP	Gary Drook		E-mail messages received from R. Hyland
1693	ACP/AWP	Document	3/10/2003	Paul, Hastings, Janofsky & Walker LLP			Chronology of NOR public statements re: Significant Forecasts and Operating Trends for the Period Beginning December 2001 March 10, 2003
1694	ACP/AWP	Document	3/17/2003	Paul, Hastings, Janofsky & Walker LLP			Summary of Management Financial and Information Reports of Northwestern Corporation
1695	ACP/AWP	Document	3/20/2003	Paul, Hastings, Janofsky & Walker LLP			Summary of Materials Provided to Board of Directors of Northwestern Corporation
1696	ACP	Document	2/3/2003	Alan Dietrich	E. Jacobsen		Resolutions of NOR BOD re: diversified investments

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1697	ACP	Document	3/24/2003	Expanet's Disclosure Sub-Committee	Disclosure Committee		2002 financial statements / restatements
1698	ACP	E-mail	11/9/2002	Kipp Orme	Bruce Smith, Gary Drook, Hyland, Richard, Jerry Johnson, Larry Ness, Lewis, Merle, Marilyn Seymann, Randy Darcy	E. Jacobsen, K. Snook, Candy Boul, Diane Dutcher, Irene Felner, Peg Richter, Suzanne Buron, Fornash, Barbara, Dewey, Irene, Whitesel, Kurt	Documents re: NOR disclosure procedures and legal disclosure requirements
1699	ACP	E-mail	11/12/2002	T. Atkinson	K. Whitesel, K. Orme, E. Jacobsen		Expanet's Sub-Committee, 2d Report 3d Q 2002
1700	ACP	E-mail	11/21/2002	E. Jacobsen	T. Pollock, W. Schwilfer		Disclosure obligations
1701	ACP	Document	12/4/2002	K. Orme	K. Whitesel, M. Neiman		E. Jacobsen memo to BOD re: CSFB First Mortgage Bond financing project, Deloitte & Touche USA LLP examination at Expanet's, likely timing of BOD meetings and public disclosures
1702	ACP	Document	12/9/2002	K. Orme	Jerry Johnson, Larry Ness	Richter, Peg, Hyland, Richard, Jacobsen, Eric, Lewis, Merle, Fresia, Rick, Charters, John, Whitesel, Kurt, Bruce I. Smith, Polacek, Steven L., Hoffman, Cliff, Arends, Craig, Pollock, Thomas R., Snook, Karen, Fornash, Barbara, Dewey, Irene	Memo re: Issues with Expanet's accounting and "range of exposure" (prepared by Expanet's, D&T and NOR)
1703	ACP	E-mail	12/9/2002	T. Atkinson	K. Kiewer	K. Whitesel, R. Fresia, L. Clark	Re: Legal opinion of E. Jacobsen and A. Dietrich re: potential damages exposure in Schleicher arbitration
1704	ACP/AWP	Document	5/3/2003	J. Dickey (Gibson Dunn & Crutcher LLP & Crutcher LLP)	NorthWestern Corp.		Interview with R. Hyland
1705	ACP/AWP	Document	5/3/2003	J. Dickey (Gibson Dunn & Crutcher LLP & Crutcher LLP)	File		Summary Of Interviews with the following individuals: Dan Newell (NOR Senior VP), Kipp Orme (NOR CFO), Kurt Whitesel (NOR VP/Controller), Mike Neiman (NOR Director of FP&A), Eric Jacobsen (NOR General Counsel), Marty Barrack (Expanet's VP Legal Affairs), Mike Valerie (Expanet's Sr. VP Info. Tech.), John Charters (Expanet's CEO), Lonnie Clark (Expanet's Controller), Reggie Vegliante, Marty Snella (Expanet's CIO/CTO), Tim Atkinson (Expanet's VP/General Counsel), Chris Younger (Expanet's President), Jim Walker (former Expanet's CEO), Rick Fresia (Expanet's CFO), Kristine Donovan (former Expanet's Controller), Kendall Kiewer, Alan Dietrich, Tom Krapp (NOR attorney), Becky Root (Alk Partners), Cliff Hoffman (Deloitte & Touche USA LLP), Steve Polacek (Deloitte & Touche USA LLP), Jack Redding (Paul, Hastings, Janolsky & Walker LLP) and Tom Pollock (Paul, Hastings, Janolsky & Walker LLP).
1706	ACP/AWP	Document	4/6/2003	Gibson Dunn & Crutcher LLP & Crutcher LLP			Partial Summary of Events at Expanet's Related to Restatement at NorthWestern
1707	ACP	Document	Dec 2003	Jack Redding	Gary Drook		Gibson Dunn & Crutcher LLP Presentation to Litigation Committee of BOD re: ongoing suits

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1708	ACP	E-mail	1/29/2003	E. Jacobsen	Gary Drook		Issues to be discussed at Blue Dots BOD meeting
1709	ACP	E-mail	1/21/2003	E. Jacobsen	Gary Drook	Mark Toney, Gary Thompson, Thomas Pollock	Financial issues at AVAVA and Expanets
1710	ACP	Document	Oct 2004	Paul, Hastings, Janotsky & Walker LLP			Sarbanes-Oxley
1711	ACP	Document					Draft Riders 31A, 39A to financial statements
1712	ACP	Document	5/7/2003	Disclosure Committee	Expanets Disclosure Subcommittee		First report, Q1 2003
1713	ACP	Document	2/8/2002	Paul, Hastings, Janotsky & Walker LLP			Draft: Preliminary Confidential Offering Circular for NOR Notes
1714	ACP	Document	Sept 2002	Paul, Hastings, Janotsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1715	ACP	Document	8/30/2002	Paul, Hastings, Janotsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1716	ACP	Document	8/14/2002	T. Pollock, M. Zuppone	Deloitte & Touche USA LLP	NorthWestern Corp.	Class B common stock of Blue Dots and Expanets
1717	ACP	Document	June 2002	Paul, Hastings, Janotsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1718	ACP	Document	June 2002	Paul, Hastings, Janotsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1719	ACP	Document	June 2002	Paul, Hastings, Janotsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1720	ACP	Document	7/12/2002	Paul, Hastings, Janotsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1721	ACP	Document	4/19/2002	Scott Saks, Jon Tyras	E. Jacobsen	Alan Dietrich, Thomas Pollock, Charles Patrizia, Kevin Corboy	NOR's potential to issue debt under FERC agreement
1722	ACP	Document	8/7/2002	Thomas Pollock			Memo re: possible detailed response to a question that may come up during the quarterly earnings call regarding whether NorthWestern is the subject of a SEC inquiry or investigation
1723	ACP	Document	none				Lead-in to 10-K re: year end adjustments requiring quarterly restatements
1724	ACP	Document	none				Insert to PLUW audit letter response detailing current and potential litigation
1725	ACP	Document	4/9/2003	Paul, Hastings, Janotsky & Walker LLP	Deloitte & Touche USA LLP		Information furnished to D&T as auditors at request of NorthWestern
1726	ACP	Document	none	Blue Dot Sarbanes-Oxley Subcommittee			Memo re: Selected Risks, Trends, Uncertainties in Blue Dot's Business
1727	ACP	Document	3/24/2003	Expanets Disclosure Subcommittee			Discussion of Blue Dots' Accrual Restatement by Members of Expanets' Disclosure Sub-Committee
1728	ACP	Document	3/24/2003	Disclosure Committee	Expanets Disclosure Subcommittee		Issues relative to 2002 10-K and quarterly restatements

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1729	ACP	Email	12/4/2002	Lewis, Merle	Jacobson, Eric		12-4-02 NOR BOD Meeting Postponed (NOR 072813-14; NOR 0683216-17; NOR 067845-86; NOR 072813-14; NOR 072815-16; NOR 079373-74; NOR 077858-59; NOR 081375-76; NOR 088910-11; NOR 092308-09; NOR 119158-59; NOR 124686-87)
1730	ACP	Email	9/6/2002	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp		Northwestern Form S-4 (NOR 076260-61; NOR 087633-34)
1731	ACP	Email	12/18/2002	McCartick, James	Polack, Steve	Vojtek, Michael	Northwestern (NOR 117952-953)
1732	ACP	Email	12/20/2002	Orme, Kipp	Jacobson, Eric		Gong Flat (NOR 160675-76)
1733	ACP	Packet	12/16/2003	Paul, Hastings, Janotsky & Walker LLP	Northwestern Board of Directors		NOR reorganization plan (NOR 366792-809)
1734	ACP	Packet	8/25/2003	Paul, Hastings, Janotsky & Walker LLP	Northwestern Board of Directors		Presentation re: NOR Reorganization (NOR 367014-041)
1735	ACP	Memo	8/19/2003	Paul, Hastings, Janotsky & Walker LLP	Northwestern Board of Directors		Northwestern Corporation Litigation Status Update (NOR 367140-151; NOR 368363-70)
1736	ACP/AWP	Presentation	8/20/2003	Paul, Hastings, Janotsky & Walker LLP	Northwestern Board of Directors		NOR Chapter 11 Processes (NOR 368224-261)
1737	ACP	Packet	8/15/2003	Paul, Hastings, Janotsky & Walker LLP	Jacobson, Eric		Northwestern Corp. Litigation Status Update
1738	ACP	Email	5/6/2002	Orme, Kipp	Jacobson, Eric		Securities Class Action Litigation (NOR 368029-037)
1739	ACP	Email	11/6/2002	Jacobson, Eric	Schwartz, Bill; Polack, Thomas		SEC (NOR 405402-03)
1740	ACP/AWP	Email	2/4/2003	Atkinson, Tim	Krapp, Tom		Results (NOR 405928-930)
1741	ACP/AWP	Email	2/21/2003	Michael Devore	Dietrich, Alan	Newell, Daniel	Schleicher Witnesses (NOR 406074-075)
1742	ACP/AWP	Report	7/18/2003	Special Committee of the Board of Directors and PHJW as special counsel	Northwestern Board of Directors		Document Retention (NOR 406175-180)
1743	ACP	Email	12/14/2001	Nieman, Michael L.	Dietrich, Alan; Monaghan, David A		Performance Evaluation for John Charters (NOR 406416-55)
1744	ACP	Email	12/14/2002	Orme, Kipp	Schurn, Roger; Jacobson, Eric	Scott Kline	FERC Filing (NOR 458032-038)
1745	ACP	Email	12/5/2002	Orme, Kipp	Bruce I. Smith; Hyland, Richard	Pollock, Thomas; Jacobson, Eric	Revised Re-Audit Release (NOR 469466)
1746	ACP/AWP	Email	12/11/2002	Jacobson, Eric	Smith, Bruce; Johnson, Jerry		Board Meeting Material (NOR 479145-146)
SECOND SUPPLEMENT							
1747	ACP	Memorandum	7/31/2002	Jacobson, Eric	Northwestern Board of Directors		Audit Comm. Review of Expenses Issues (NOR 481065-066)
1748	ACP	Email	12/5/2002	Jacobson, Eric	Orme, Kipp		NW Energy, LLC Quips Guaranty (NOR 463654)
1749	ACP	Memorandum	8/20/2003	Krapp, Thomas	Northwestern Board of Directors		Board Update Memo (NOR 067847-067849)
1750	ACP	Memorandum	8/20/2003	Jacobson, Eric; Van Camp, John	Northwestern Employees		Code of Conduct, Ethics and Complaint Procedure (NOR 367071)
							Code of Business Conduct and Ethics, Code of Ethics for the CEO and Senior Financial Officers, Complaint Procedures for the Audit Committee of the Board (NOR 367072-367073)

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1751	ACP	Memorandum	8/21/2003	Paul, Hastings, Janotsky & Walker LLP	NorthWestern Board of Directors		Proposed resolutions regarding Expanset and Blue Dot intercompany debt (NOR 367124-367130)
1752	ACP	Memorandum	7/10/2003	Austin, Jess	Jacobson, Eric; Austin, Bill	Pollock, Thomas	Duties of Directors in an Insolvent Corporation or a Corporation in the "Zone of Insolvency" (NOR 368038-368101)
1753	ACP	Memorandum	10/16/2002	NorthWestern Law Group	Directors & Officers of NorthWestern Corporation		Securities Transactions (NOR 317980-317984)
1754	ACP	Presentation	none	Paul, Hastings, Janotsky & Walker LLP	NorthWestern Corporation		Impacts on NorthWestern of New and Upcoming Corporate Governance Requirements and Disclosure Requirements (NOR 352700-352711 and NOR 317953-317970)
1755	ACP	Memorandum	10/24/2002	Paul, Hastings, Janotsky & Walker LLP	NorthWestern Corporation		November 2002 Board of Directors Meeting - Corporate Governance Matters (NOR 352712-352713)
1756	ACP	Memorandum	10/24/2002	Paul, Hastings, Janotsky & Walker LLP	NorthWestern Corporation		Timeline to Comply with Sarbanes-Oxley Act of 2002 and New NYSE Listing Standards (NOR 352714-352722)
1757	ACP	Email	6/21/2002	Pollock, Thomas	Jacobson, Eric		Management Purchase of Stock (NOR 365676-365677)
1758	ACP/AWP	Memorandum	1/29/2003	Knaapp, Thomas	Board of Directors		Litigation Update (NOR 367925-367929)
1759	ACP	Email	2/14/2003	Atkinson, Timothy	Reding, Jack; Morrow, Donald (Paul Hastings attorney)		Autorenewal of maintenance contracts (NOR 405298-405308)
1760	ACP/AWP	Email	12/9/2002	Atkinson, Timothy	Kliwer, Kendall; Whitesel, Kurt; Clark, Lorne; Fresia, Rick		Schlichter arbitration (NOR 405532-405536)
1761	ACP	Email	3/20/2002	Kline, Scott	Dietrich, Alan	Young, Michael; Pollock, Thomas; Davis, Eric	Disclosure of CSFB credit facility in NOR 10-K (NOR 405883-405884)
1762	ACP/AWP	Email	5/9/2002	Atkinson, Timothy	Walker, Jim; Younger, Chris; Holt, Larry; DeNigris, Ernie; Taylor, Michael; Jacobson, Eric		Supplemental Arbitration Demand (NOR 405703)
1763	ACP	Email	5/24/2002	Dietrich, Alan	Neiman, Michael		NorthWestern Corporation Yahoo Excerpts (NOR 405713-405718)
1764	ACP	Email	7/30/2002	Filey, Matt	Fresia, Rick	Atkinson, Tim; Younger, Chris	DCM Software solutions (NOR 405789-405791)
1765	ACP	Email	9/9/2002	Younger, Chris	Holgrete, Bob; Donovan, Kristine; Moller, Chad; Dougherty, Dan; White, Tom; Sengenberger, James; Johnson, Vel; Snella, Mary; Atkinson, Tim; Fresia, Rick		Revised 2003 Maintenance Plan for Expanset (NOR 405850-405851)
1766	ACP	Email	9/14/2002	Orme, Kipp	Neman, Michael	Jacobson, Eric	Expanset Proposal (NOR 405857-405859)
1767	ACP	Email	11/12/2002	Charters, John	Sengenberger, James; Snella, Mary; Younger, Chris; Fresia, Rick; Atkinson, Timothy; Johnson, Vel; Barrack, Mary		Expired Expanset contracts (NOR 405920-405923)
1768	ACP	Email	2/10/2003	Wu, Jerry (Paul Hastings Attorney)	Atkinson, Timothy; Knaapp, Thomas; Curtis, Susan; Brown, Barbara; Wislowski, Thomas		Expanset insurance and possible tax penalties (NOR 405965-405966)
1769	ACP	Email	2/17/2003	Atkinson, Timothy	Reding, Jack; Morrow, Donald (Paul Hastings attorney)		Autorenewal of maintenance contracts (NOR 406097-406099)
1770	ACP	Memorandum	none	Atkinson, Timothy	Donovan, C; Fresia, R.; Younger, C.		Memorandum re: retroactive auto-renewal of maintenance accounts (NOR 406103-406104)
1771	ACP	Email	3/30/2003	Charters, John	Kliwer, Kendall; Atkinson, Timothy; Charters, John; Younger, Chris	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Roof, Becky	Memorandum for Expanset Disclosure Subcommittee (NOR 406165-406169)
1772	ACP	Email	3/28/2003	Jacobson, Eric	Fresia, Rick; Atkinson, Timothy; Charter, John; Drook, Gary		Memorandum for Expanset Disclosure Subcommittee (NOR 406170-406174)

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1773	ACP	Memorandum	none	Paul, Hastings, Janotsky & Walker LLP	NorthWestern Corporation		NorthWestern Corporation, Nexext, Inc., and Blue Dot Services, Inc.: Indemnification Obligations under Various Employment-Related Agreements (NOR 406759 406797)